

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
W.R. Grace & Co., <u>et al.</u>	Case No. 01-01139 (JKF)
Debtors.	Jointly Administered

**NINTH QUARTERLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM APRIL 1, 2003 THROUGH JUNE 30, 2003**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	April 1, 2003 – June 30, 2003
Amount of Compensation sought as actual, reasonable and necessary:	\$215,903.50
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$2,726.28
Fees and Expenses of the Asbestos Issues Expert	\$67,628.50
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	
This is the ninth quarterly application filed	

Attachment A**Monthly Interim Fee Applications**

		Payment Requested		Payment Received	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

		Payment Requested		Payment Received	
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I.3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$3,830.50 (Chambers)		
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)		

Quarterly Fee Applications

		Payment Requested		Payment Received	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 30, 2001 D.I.770	4/12/01- 6/30/01	\$369,873.75	\$19,318.00	\$369,873.75	\$19,318.75
November 1, 2002 D.I.1068	7/1/01 – 9/31/01	\$204,923.50	\$15,015.57	\$204,923.50	\$15,015.57
February 8, 2002 D.I.1658	10/1/01 – 12/31/01	\$329,842.00	\$21,880.90 \$9,918.43*	\$329,842.00	\$21,880.90 (Stroock) \$9,918.43 (Chambers)
May 16, 2002 D.I.2064	01/01/02 – 03/31/02	\$267,170.20	\$6,149.76 \$36,352.60*	\$266,865.70	\$6,144.85 (Stroock) \$22,002.76 (Chambers)
August 16, 2002 D.I.2557	04/01/02 – 06/30/02	\$245,259.00	\$6,784.97 \$167,629.78*	\$245,259.00	\$6,784.97 (Stroock) \$167,629.78 (Chambers)
November 18, 2002 D.I.3045	07/01/02 – 09/30/02	\$280,471.77	\$28,358.07 \$17,814.45*	\$224,534.21 ¹	\$28,358.07 (Stroock) ¹ \$17,814.45 (Chambers) ¹
March 25, 2003 D.I.3549	10/01/02 – 12/31/03	\$171,108.00	\$25,000.84 \$1,780.75*	\$136,886.40 ²	\$25,000.84 (Stroock) \$1,780.75 (Chambers)
May 20, 2003 D.I. 3815	1/1/03 – 3/31/03	\$224,358.50	\$9,424.04 \$1,077.80*		

* This amount relates to the Committee's Asbestos Issues Expert.

* This amount relates to the Committee's Asbestos Issues Expert.

¹ Court Order dated March 14, 2003 approved fees in the amount of \$276,535.77 and expenses in the amount of \$45,477.52.

* This amount relates to the Committee's Asbestos Issues Expert.

² Court Order dated July 28, 2003 approved fees in the amount of \$171,108.00 and expenses in the amount of \$26,412.62.

WR GRACE & CO
ATTACHMENT B
APRIL 1, 2003 - JUNE 30, 2003

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>No. of Years In Position</u>
<u>Partners</u>				
Greenberg, Mayer	27.3	\$550.	\$15,015.00	5
Kruger, Lewis	15.0	725.	10,875.00	33
Levy, Mark	0.2	670.	134.00	29
Pasquale, Kenneth	16.2	550.	8,910.00	4
Wintner, Mark	0.3	625.	187.50	22
<u>Associates</u>				
Berg, Madelaine	1.9	500.	950.00	23
Brandes, Ronnie H.	67.8	295.	20,001.00	2
Keppler, Abbey	0.7	495.	346.50	16
Krieger, Arlene	254.0	495.	125,730.00	19
Krieger, Arlene	1.8	475.	855.00	
Sasson, Moshe	8.3	445.	3,693.50	9
<u>Paraprofessionals</u>				
Caskadon, Alexandra	94.8	180.	17,064.00	3
Defreitas, Vaughn	47.1	115.	5,416.50	16
James, Melissa K.	39.2	160.	6,272.00	1
Mohamed, David	1.8	115.	207.00	14
Peters, Angelina	2.9	85.	246.50	3
Total	579.3		215,903.50	

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
APRIL 1, 2003 - JUNE 30, 2003

Matter Code	PROJECT CATEGORY	Hours	Total Fees(\$)
0001	Asset Analysis and Recovery	1.3	\$ 643.50
0003	Business Operations	23.1	11,582.00
0004	Case Administration	92.8	21,256.00
0005	Claim Analysis Objection, Resolution & Estimation (Asbestos)	40.9	21,288.50
0006	Claim Analysis/Objection/Administration(Non-Asbestos)	6.8	1,515.50
0007	Committee, Creditors', Noteholders', or Equity Holders'	91.6	45,814.00
0008	Employee Benefits, Pension	3.9	1,969.50
0010	Employment Applications – Others	7.2	3,564.00
0011	Fee Application, Applicant	83.5	23,789.00
0012	Fee Application, Others	15.6	3,009.50
0014	Hearings	19.1	10,420.50
0015	Litigation and Litigation Consulting	97.9	35,753.00
0017	Relief from Stay Proceedings	0.3	148.50
0018	Tax Issues	95.3	35,150.00
	TOTAL	579.3	\$ 215,903.50

W R GRACE & CO
SUMMARY OF DISBURSEMENTS
APRIL 1, 2003 - JUNE 30, 2003

Outside Messenger Service	\$364.01
Local Transportation	264.33
Long Distance Telephone	223.04
Duplicating Costs-in-House	372.10
Postage	2.08
Process Service & Calendar Watch	29.33
O/s information Services	15.70
Miscellaneous	487.50
In-House Messenger Service	48.90
Facsimile Charges	24.00
Meals	370.67
Word Processing - Logit	114.00
Travel Expenses - Transportation	243.00
Westlaw	167.62
Total Disbursements	\$2,726.28

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
W. R. GRACE & CO., et al.¹	)	Case No. 01-01139 (JKF)
)	
Debtors.	)	Jointly Administered

**NINTH QUARTERLY FEE APPLICATION BY STROOCK & STROOCK &
LAVAN LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF W. R. GRACE & CO., et al., FOR INTERIM COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM APRIL 1, 2003 THROUGH JUNE 30, 2003**

Stroock & Stroock & Lavan LLP ("Stroock" or "Applicant"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of W. R. Grace & Co. ("Grace") and its sixty-one domestic subsidiaries and affiliates that are debtors and debtors-in-possession (the

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

“Debtors”) in this Court, for its application pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Administrative Fee Order (defined below) for interim allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

INTRODUCTION

1. By this application, Stroock seeks (i) an interim allowance of compensation for the professional services rendered by Stroock as counsel for the Committee for the period from April 1, 2003 through June 30, 2003 (the “Compensation Period”) in the aggregate amount of \$215,903.50² representing 393.5 hours of professional services and 185.8² hours of paraprofessional services; and (ii) reimbursement of actual and necessary expenses incurred by Stroock during the Compensation Period in connection with the rendition of such professional services and paraprofessional services in the aggregate amount of \$2,726.28 as well as the fees and expenses of the asbestos issues expert employed by the Committee pursuant to the Court’s June 22, 2001 Order Authorizing the Retention of Experts (the “Asbestos Issues Expert”) for the months of April, May and June 2003 in the amount of \$67,628.50.

2. Venue of this proceeding and this application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

² Amount reflects Stroock’s voluntary reduction of \$180.00 from the total compensation earned during the Compensation Period relating to 1.0 hours of paraprofessional services rendered by two paraprofessionals.

BACKGROUND

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and have continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors' chapter 11 cases have been procedurally consolidated and are being jointly administered.

4. The Debtors operate a world-wide specialty chemicals and materials business and employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal year 2000, Grace reported a net loss of \$89.7 million³ from \$1.59 billion in net revenues. The Debtors' bankruptcy filings report that in fiscal year 2000, on a consolidated basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

5. On April 12, 2001, the United States Trustee formed the Committee. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP ("DM&H") as its local Delaware counsel.

6. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims and

³ The Debtors' pleadings further reported that this net loss resulted in part from a \$294.0 million asbestos-related charge to earnings recorded in the fourth quarter of 2000.

asbestos-related property damage claims against the Debtors (collectively, the “Asbestos Claim Committees”). On June 18, 2001, the United States Trustee appointed an official committee to represent the interests of equity security holders of the Debtors.

7. By application dated May 1, 2001, Stroock sought Court approval for its retention as counsel to the Committee nunc pro tunc to April 12, 2001. The Court signed an order approving Stroock’s retention as counsel to the Committee on May 30, 2001.

8. This is the ninth quarterly interim application Stroock has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the Committee. This application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, approved by the Court on May 3, 2001 as amended by order dated April 19, 2002 (collectively, the “Administrative Fee Order”).

9. In accordance with the procedures established by the Administrative Fee Order, Stroock had, at the time of filing of this application, received payment from the Debtors for 80% of the fees and 100% of Stroock’s expenses requested, and not objected to, in the April 2003 fee statement encompassed within this Compensation Period. Certificates of no objection have been filed with the Court in respect of Stroock’s May 2003 and June 2003 monthly fee statements. In addition, Stroock has received payment from the Debtors in the amount of \$2,043.00, representing the fees and expenses of Navigant Consulting, formerly known as Chambers Associates, the Asbestos Issues Expert for the Committee for the month of April 2003, but has

not received payment in respect of the fees and expenses of the Asbestos Issue Expert for the months of May and June 2003. Applicant has received no other payments and no promises for payment from any source for services rendered in connection with these cases for the months encompassing this Compensation Period other than as immediately set forth above. There is no agreement or understanding between the Applicant and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

10. As stated in the Affidavit of Ken Pasquale, Esq. annexed hereto as Exhibit "A," all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

SUMMARY OF SERVICES RENDERED

11. Since being retained by the Committee, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors' estates. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis, including in certain instances, working into the evening and on weekends.

12. Stroock maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of Stroock's practice, and are presented in compliance

with Delaware Local Rule 2016-2(d) amended effective as of September 1, 2002. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit "B". In addition, Exhibit "C" hereto contains a summary of the hours expended by each of the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

13. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which payment is requested is annexed hereto as Exhibit "D". Also included within Exhibit "D" is an itemization of each expense incurred within each category.

14. Stroock respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

15. The following summary of the services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B". Rather, it is merely an attempt to highlight certain of these areas in which services were rendered to the Committee, as well as to identify some of the problems and issues to which Stroock was required to direct its attention.

Asset Analysis and Recovery -- Category 0001

16. During the Compensation Period, Stroock reviewed and discussed with FTI Consulting the analysis prepared by FTI Consulting discussing the proposed acquisition of assets of Jones HPLC, a UK Company, which has proprietary silicas formulae and expertise in liquid chromatography columns. Stroock has expended 1.3 hours on this category for a fee of \$643.50.

Business Operations -- Category 0003

17. During the Compensation Period, Stroock reviewed and provided comment to FTI Consulting with respect to the analysis prepared by FTI Consulting discussing the Company's proposed stock purchase of MODcol, a United States producer of special purpose laboratory and processing equipment for the chemical pharmaceutical area. As originally proposed, the acquisition was to be made by a non-debtor US entity and funded, in part, by monies at such non-debtor entity and, in part, by drawing on the Debtors' DIP Facility. Subsequently, the Company decided to fund the acquisition entirely from existing US non-debtor cash.

18. In addition during the Compensation Period, Stroock reviewed the Company's first quarter 2003 operating results and FTI Consulting's draft report to the Committee thereon and provided comment on the draft report. Stroock reviewed the proofs of claim filed by the USA on behalf of the Environmental Protection Agency (the, "EPA") and the schedules prepared by FTI Consulting describing each claim, and communicated comments on the schedules to FTI. Stroock has expended 23.1 hours on this category for a fee of \$11,582.00.

Case Administration -- Category 0004

19. As reported in prior monthly fee applications, towards the end of the November 2001 compensation period, Stroock was informed that these chapter 11 cases were being reassigned to District Court Judge Alfred Wolin. A number of orders were issued during the month of December 2001 relating to the reassignment of these cases to Judge Wolin and the reference of these cases to Judge Judith Fitzgerald.

20. During this Compensation Period, Stroock continued to closely monitor the items on the Court's general chapter 11 docket for these cases, as well as those dockets relating to each of the adversary proceedings pending in these chapter 11 cases, to ensure that the Committee was fully informed about all pending motions and adversary proceedings and that Stroock would be ready to timely respond on behalf of the Committee, as might be applicable. Stroock continued to engage Debtors' counsel and FTI Consulting on an on-going basis with respect to pending matters and information requests, reviewed agenda letters prepared for Judge Fitzgerald during this Compensation Period in respect of the hearings held each month during the period, reviewed transcripts from hearings already held before the Court, if relevant to the matters currently pending, and responded to inquiries from unsecured creditors with respect to the status of these cases generally, the March 31, 2003 bar date established for non-asbestos, general unsecured claims in these cases, and the status of the reported settlement of the fraudulent transfer litigation and the conduct of the ZAI science trial litigation. In addition, during this Compensation Period, Stroock responded to the initial report prepared by Warren H. Smith & Associates, the Fee Auditor appointed in these cases, to Stroock's Seventh Quarterly Fee Application, reviewed the final report subsequently issued by the Fee Auditor on that Quarterly Fee Application, and

reviewed the proposed form of fee order in respect thereof. In addition, during this Compensation Period, Stroock rendered some services in this category in connection with noticing the Committee's motion seeking to toll the deadline for commencing avoidance actions, reviewing the en banc decision by the Third Circuit in *In re Cybergenics*, and in responding to the United States Trustee's inquiry regarding the composition of the Committee. Stroock has expended 92.8 hours on this category for a fee of \$21,256.00.

Claim Analysis, Objection & Resolution (Asbestos) -- Category 0005

21. During a prior quarterly compensation period, Judge Wolin had directed the Debtors and the Official Committees to submit briefs on the case management process to be used by the Court with respect to asbestos personal injury claims. Stroock reviewed the briefs filed by the Debtors and the Asbestos Claims Committees, consulted with Chambers Associates, and prepared a brief on behalf of the Committee setting forth its position on this issue and responding to the proposals filed by other parties. Stroock also reviewed the briefs filed by the equityholders' committee and by the unofficial committee of select asbestos claimants.

22. Also, as previously reported, a primary topic of several extended hearings before Judge Fitzgerald during prior compensation periods, was the issue of how the Zonolite Attic Insulation (the "ZAI") claims could and should be determined by the Court. In the course of these hearings, Judge Fitzgerald concluded that there should be a limited trial to determine whether there is scientific evidence that ZAI poses an unreasonable risk of harm before other issues are considered, including issues in respect of class certification, and bar date processes and notices. In connection with the conduct of the science trial, the parties discussed, among other

issues, how to get the ZAI claims before the Court, the choice of counsel to represent the ZAI claimants, the budget for the science trial litigation, and the scope of the litigation, and the Court has issued orders (i) providing for the PD Committee's retention of special counsel to represent the ZAI claimants, (ii) establishing a litigation schedule, and (iii) establishing procedures for the ZAI science trial.

23. In its prior quarterly compensation application, Stroock reported that articles had begun to appear with respect to the efforts and proposals being made by certain members of Congress to enact new legislation to globally address asbestos-related claims and lawsuits asserted against businesses both within, and outside of, bankruptcy. In connection therewith, a preliminary report was issued by the American Bar Association on the establishment of medical criteria to be utilized in evaluating compensable, valid asbestos claims. During this Compensation Period, Congressional activity with respect to the formulation of asbestos reform legislation substantially increased as Senator Hatch proposed a draft bill and other senators proposed amendments thereto or issued statements commenting thereon. Numerous articles were published and Navigant Consulting (formerly Chambers Associates) prepared numerous memoranda discussing the legislation and those aspects of the legislation which are still the subject of disparate viewpoints. Stroock reviewed these articles, reports and memoranda, given that these are areas of direct relevance to these chapter 11 cases, forwarded memoranda to the Committee on the asbestos-reform legislation, and with the chairperson of the Committee attended a meeting with counsel, representatives and members of non-asbestos, unsecured creditors' committees in other chapter 11 cases in which the debtors are the subject of substantial asbestos-related claims. The meeting explored, among other matters, the legislative prospects,

strategy, and possible impact of legislation on pending chapter 11 cases. Also discussed during this meeting, in a subsequent conference call of the Committee, and in numerous subsequent memoranda was the retention of lobbyists by individual members of the Committee, and the other committees in asbestos-related chapter 11 cases. Stroock has expended 40.9 hours in this category for a fee of \$21,288.50.

Claim Analysis, Objection & Resolution (Non-Asbestos) -- Category 0006

24. With the March 31, 2003 bar date having passed, Stroock, during the Compensation Period, communicated with the Debtors' claims agent with respect to the claims register being maintained in these chapter 11 cases. Stroock has expended 6.8 hours on this category for a fee of \$1,515.50.

Committee, Creditors' Noteholders' or Equity Holders' -- Category 0007

25. During the Compensation Period, Stroock communicated with the members of the full Committee through numerous memoranda and telephone conversations, including several conference call meetings of the Committee. In order to keep the Committee fully informed of all of the pending matters in these cases, and thus enable the Committee to take informed positions on issues, Stroock thoroughly reviewed and summarized the motions filed by the Debtors and other parties in interest in these cases, raised issues the Committee should be aware of, and made recommendations to the Committee concerning appropriate actions to be taken with regard to the motions, communicated with members of the Committee regarding the positions to be taken, engaged counsel for the Debtors, and other parties and movants, as applicable, with the Committee's questions and concerns, and negotiated whenever and to the extent possible

consensual resolutions of outstanding issues and acceptable forms of proposed orders and stipulations.

26. The motions, agreements, and other materials Stroock reviewed during this Compensation Period and prepared comprehensive memoranda to the Committee on included (i) the motion filed jointly by the Debtors and each of the asbestos committees seeking approval for the settlement agreement embodying the resolution of the fraudulent transfer litigation as against Fresenius Medical Care Holdings, Inc. and National Medicare, Inc. (collectively, "Fresenius"), (ii) Debtors' motion for authority to retain Deloitte & Touche LLP, nunc pro tunc, as customs services providers and tax and compensation advisors, (iii) the motion by DK Acquisition Partners, a holder of the Debtors' pre-petition bank debt, seeking certain debt trading authority if appointed to the Committee and (iv) the extensive proofs of claim filed by the Government against the Debtors. In addition, throughout this Compensation Period, Stroock continued to keep the Committee informed with respect to pleadings filed in, and decisions issued by, this and other Courts, in respect of other asbestos-related chapter 11 cases, and with respect to articles and reports in respect of the legislative attempts to address the resolution of asbestos claims on a national basis, all of which have particular relevance to these cases.

27. As reported in prior quarterly compensation applications, the USA on behalf of the EPA sought to become an ex-officio member of the Committee. In connection with such request, Stroock engaged in numerous conversations and exchanged memoranda with the Committee and counsel at the Department of Justice and prepared Amended By-Laws and other

documentation necessary for the USA on behalf of the EPA to be able to act in such capacity on the Committee.

28. Further, during this Compensation Period, Stroock expended services in this category preparing a motion on behalf of the Committee seeking to extend the deadline by which avoidance actions had to be commenced, as a result of the unique factual circumstances of these chapter 11 cases.

29. Through its correspondence and communication with the Committee, Stroock has assisted the Committee in fulfilling its statutory duties to make informed decisions and express the Committee's views regarding the issues which have already arisen in these cases. Stroock has expended 91.6 hours on this category for a fee of \$45,814.00.

Employee/Benefits Pension -- Category 0008

30. Towards the latter part of this Compensation Period, the Debtors sought approval to make payments in the sum of \$40.0 million for each of the 2003 and 2004 calendar years to the Trust that contributes funds to Grace's defined benefit pension plans. The proposed payments exceeded the amounts required to be contributed to the pension plans to meet ERISA's minimum funding requirements. Before the end of this Compensation Period, Stroock began to review the substance of the Debtors' motion and to discuss this matter with FTI Consulting and Debtors' counsel. Stroock has expended 3.9 hours on this category for a fee of \$1,969.50.

Fee Applications, Applicant -- Category 0011

31. During the Compensation Period, Stroock prepared its fee statements for the months of February 2003, March 2003, April 2003 and May 2003 and related notices and

certifications of no objection. Stroock also prepared its response to the Fee Auditor's initial report on Stroock's Seventh Quarterly Fee Application covering the October 1, 2002 through December 31, 2002 period and prepared its Eighth Quarterly Fee Application covering the period from January 1, 2003 through March 31, 2003, including a narrative section summarizing the services rendered during that period by Stroock and numerous fee and expense schedules, as required by the Administrative Fee Order entered by the Court. Stroock has expended 83.5 hours on this category for a fee of \$23,789.00.

Fee Application, Others -- Category 0012

32. During the Compensation Period, Stroock reviewed and discussed with FTI Consulting such professional's eighth quarterly fee application and its February 2003, March 2003 and April 2003 fee statements, and reviewed the quarterly applications filed by the Wachtell Lipton firm and the Woodcock, Washburn firm. Stroock has expended 15.6 hours on this category for a fee of \$3,009.50.

Hearings -- Category 0014

33. During the Compensation Period, Judge Fitzgerald held three hearings during which the Court considered, among other matters, (i) the Committee's motion seeking to extend the deadline to commence avoidance actions and the opposition filed thereto by the Debtors, the Equity Committee and Dow Chemical, and (ii) the Debtors' motion seeking to extend the preliminary injunction to include the Robert Locke matter. Stroock reviewed all relevant pleadings, orders and case law in advance of the hearings. Stroock expended 19.1 hours on this category for a fee of \$10,420.50.

Litigation and Litigation Consulting -- Category 0015

34. As previously reported, in the latter part of November 2002, tentative settlements of the fraudulent transfer litigation were reached between the parties at a conference before Judge Wolin which Stroock communicated to, and discussed with, the Committee. There was substantial activity during the prior compensation period in connection with the parties' attempts to consensually negotiate forms of agreements embodying a settlement of the fraudulent conveyance litigation with Sealed Air and a separate settlement with Fresenius.

35. During the prior compensation period, drafts of a proposed settlement agreement with Sealed Air were circulated and discussions continued between Stroock and counsel for other parties in interest to the litigation to communicate the Committee's concerns over terms of the Sealed Air agreement, and to evaluate the rationale for the structure of the Sealed Air settlement agreement being proposed and the impact of the proposed structure on the Debtors' estates and the Debtor's non-asbestos, general unsecured creditors. In connection herewith, Stroock had reviewed each of the numerous iterations of the draft Sealed Air settlement agreement circulated during the period, and the comments to those drafts generated by other parties in interest, attended each of the numerous and often lengthy conference calls held to discuss the agreement, conducted research to understand the tax-driven rationale for the settlement structure proposed and the tax impact of the structure on the Debtors, and their estates and creditors, and continued to discuss the Sealed Air agreement with the Committee.

36. Similarly, during the prior compensation period, Stroock reviewed the draft of the Fresenius settlement agreement, engaged Debtors' counsel and counsel for Fresenius in

discussions over the terms and structure of the agreement, and communicated with the Committee about this agreement.

37. During this Compensation Period, Stroock continued to review the additional iterations of the proposed Sealed Air settlement agreement and exchanged memoranda with Debtors' counsel regarding their outstanding issues on the agreement with Sealed Air. In addition, during this Compensation Period, Stroock expended substantial services concluding its review and analysis of the final form of the Fresenius settlement agreement, which was the subject of a motion pending before Judge Wolin seeking approval for the settlement. In connection with the information necessary to thoroughly discuss this matter with the Committee, Stroock engaged Debtors' personnel in numerous discussions and conference calls, reviewed analyses provided by the Debtors and engaged in an extensive evaluation of the bases for and impact on the Debtors and their estates of the settlement as structured. Many of the services rendered in connection with this matter by attorneys in Stroock's tax area are reflected within the Tax Category rather than in this Litigation Category.

38. Further, as already indicated, during this Compensation Period, Stroock filed a motion seeking to toll the avoidance action deadline. Stroock reviewed the objections filed to the tolling motion, extensively reviewed all relevant case law which could support the relief sought by the Committee, and thoroughly prepared to argue the Committee's position before the Court. Following the hearing, Stroock conducted additional case law research, considered whether to appeal the Court's decision and further communicated with the Committee on this matter. Stroock expended 97.9 hours on this category for a fee of \$35,753.00.

Relief from Stay Proceedings -- Category 0017

39. During this Compensation Period, Stroock reviewed the lift stay motion filed by Rodriguez and Nieves and communicated with Debtors' counsel with respect to the motion. Stroock expended 0.3 hours on this category for a fee of \$148.50.

Tax Issues -- Category 0018

40. Virtually all of the services in this category rendered during this Compensation Period related to evaluating the final form of the Fresenius settlement agreement filed with the Court from a tax law perspective, as well as those tax-related issues raised by Grace's conversations with, and materials provided to, Stroock's tax attorneys. In connection herewith, tax counsel at Stroock extensively reviewed the agreement, and all correspondence, schedules and other materials provided by Grace, reviewed existing relevant tax sharing agreements and private letter rulings, engaged Debtors' in numerous discussions with respect to the differing structures of the Sealed Air and Fresenius settlement agreements, as applicable, and continued to evaluate the impact of those structures on the Debtors, their estates and their non-asbestos unsecured creditors, and prepared memoranda for the Committee. Stroock expended 95.3 hours on this category for a fee of \$35,150.00.

FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

41. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corp. of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904; these standards have been adopted by most courts. Stroock

respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

The Time and Labor Required. The professional services rendered by Stroock on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the complex issues encountered by the Committee with skill and dispatch. Occasionally, Stroock has been required to perform these services under significant time constraints requiring work late into the evening and on weekends. The services rendered by Stroock were performed efficiently, effectively and economically.

The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of these Chapter 11 cases, and it can be anticipated that other such issues will be encountered. In this case, as in many others in which the firm is involved, Stroock's effective advocacy and creative approach have helped clarify and resolve such issues and will continue to prove beneficial.

The Skill Requisite to Perform the Legal Services Properly. Stroock believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Stroock's practice, and its creative approach to the resolution of issues, are and will continue to contribute to the maximization of the distributions to the Debtors' unsecured creditors.

The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Stroock's insolvency department, Stroock's representation of the Committee has not precluded its acceptance of new clients. However, the volume of the matters needing attention on a continuing basis has required several of the attorneys to commit significant portions of their time to these cases.

The Customary Fee. The fee sought herein is based upon Stroock's normal hourly rates for services of this kind. Stroock respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Stroock has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

Whether the Fee is Fixed or Contingent. Pursuant to §§ 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under § 1103 of the Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.

Time Limitations Imposed by Client or Other Circumstances. As already indicated, Stroock has been required to attend to the various issues arising in these cases. Occasionally, Stroock has had to perform those services under significant time constraints requiring attorneys assigned to these cases to work evenings and on weekends.

The Amount Involved and Results Obtained. Through the efforts of Stroock, the Committee has been an active participant in these Chapter 11 cases from the very first days of its formation, and its assistance, as well as constructive criticism, has greatly contributed to the efficient administration of these cases.

The Experience, Reputation and Ability of the Attorneys. Stroock has one of the largest and most sophisticated insolvency practices in the nation and has played a major role in numerous cases of national import including: Acme Metals, Inc., Hillsborough Holdings Corporation, Laclede Steel Company, Gulf States Steel, Inc. of Alabama, The LTV Corporation, Wheeling-Pittsburgh Steel Corporation, Allis-Chalmers Corporation, The Charter Company, Federated Department Stores, G. Heileman Brewing Company, Inc., Burlington Motor Holdings, Inc., Metallurg, Inc., Forstmann & Company, Inc., Barneys, Inc., Fruehauf Trailer Corporation, Levitz Furniture Incorporated, The Columbia Gas System, Inc., JWP, Inc., Flushing Hospital and Medical Center, Planet Hollywood International, Anchor Glass Container Corporation, Beloit Corporation in the Harnischfeger Industries Chapter 11 Cases, RSL COM U.S.A. Inc., USG Corporation, Formica Corp., Galey & Lord, Inc. and DESA Holdings. Stroock's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Stroock has already frequently called upon the expertise of its partners and associates in the litigation, ERISA, tax and environmental law areas to perform the wide ranging scope of the legal work necessitated by these cases.

The “Undesirability” of the Case. These cases are not undesirable, but as already indicated, have required a significant commitment of time from several of the attorneys assigned hereto.

Nature and Length of Professional Relationship. As described above, Stroock has been actively rendering services on behalf of the Committee as necessary and appropriate from April 12, 2001 through to the present.

ALLOWANCE OF COMPENSATION

42. The professional services rendered by Stroock required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited the Debtors’ unsecured creditor body as a whole and the Debtors’ estates.

43. With respect to the level of compensation, § 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person (including attorneys for a creditors’ committee): “Reasonable compensation for actual necessary services rendered by [such] . . . professional person. 11 U.S.C. § 330. Section 330 further states that the court should take into consideration, inter alia, the nature, extent, and value of services performed, as well as the cost of comparable services other than in a case under this title. Id. The clear Congressional intent and policy expressed in this statute is to provide for adequate

compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

44. The total time spent by Stroock attorneys and paraprofessionals during the Compensation Period for which Stroock seeks payment was 579.3 hours. Such services have a fair market value of \$215,903.50. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

45. As shown by this Application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "C" are summaries of the hours expended by the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

46. In addition, Stroock incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$2,726.28 for which Stroock respectfully requests reimbursement in full.

47. The disbursements and expenses have been incurred in accordance with Stroock's normal practice of charging clients for expenses clearly related to and required by particular matters. Such expenses were often incurred to enable Stroock to devote time beyond normal office hours to matters, which imposed extraordinary time demands. Stroock has endeavored to minimize these expenses to the fullest extent possible.

48. Stroock's billing rates do not include charges for photocopying, telephone and telecopier toll charges, computerized research, travel expenses, "working meals", secretarial

overtime, postage and certain other office services, because the needs of each client for such services differ. Stroock believes that it is fairest to charge each client only for the services actually used in performing services for it. Stroock has endeavored to minimize these expenses to the fullest extent possible.

49. Stroock charges \$.10 per page for in-house photocopying services, with respect to computerized research services Stroock charges the actual cost from the vendor, and \$1.00 per page for out-going facsimile transmissions. Stroock does not charge for incoming facsimiles.

50. Further, in accordance with the Court's June 22, 2001 Order Authorizing the Retention of Experts, this Application seeks payment for the fees and expenses of Navigant Consulting, formerly Chambers Associates, the asbestos issues expert engaged by the Committee, for the months of April, May and June 2003 in the aggregate amount of \$67,628.50. No agreement or understanding exists between Stroock and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

51. Stroock has reviewed the requirements set forth in Delaware Local Rule 2016-2, entitled "Motion for Compensation and Reimbursement of Expenses," and believes that this application for interim compensation and reimbursement of expenses is fully in compliance with the rules set forth therein.

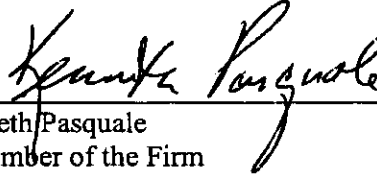
52. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period other than as set forth herein.

WHEREFORE, Stroock respectfully requests, pursuant to the Administrative Fee Order and the Court's June 22, 2001 Order Authorizing the Retention of Experts:

- (a) the allowance of compensation for professional services rendered to the Committee during the period from April 1, 2003 through and including June 30, 2003 in the amount of \$215,903.50;
- (b) the reimbursement of Stroock's out-of-pocket expenses incurred in connection with the rendering of such services during the period from April 1, 2003 through and including June 30, 2003 in the amount of \$2,726.28;
- (c) the payment of the fees and expenses of the asbestos issues expert employed by the Committee for the months of April, May and June 2003 in the amount of \$67,628.50;
- (d) authorizing and directing the Debtors to pay to Stroock each of the amounts set forth in (a) (b) and (c) of this WHEREFORE clause (to the extent not already paid pursuant to the Administrative Fee Order); and
- (e) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
August 29, 2003

STROOCK & STROOCK & LAVAN LLP


Kenneth Pasquale
A Member of the Firm
180 Maiden Lane
New York, New York 10038-4982
(212) 806-5400

Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>	)	Case No. 01-01139 (JKF)
)	
Debtors.	)	Jointly Administered

AFFIDAVIT

[illegible]

KEN PASQUALE, being duly sworn, deposes and says:

1. I am a member of the firm of Stroock & Stroock & Lavan LLP (“Stroock”), which firm maintains offices for the practice of law at 180 Maiden Lane, New York, New York 10038-4982. Stroock has acted as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co., and sixty-one of its domestic subsidiaries and affiliates which are debtors and debtors-in-possession before this Court.

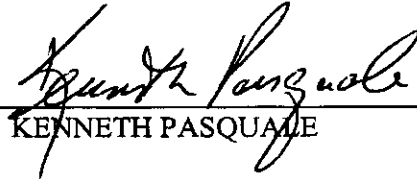
2. This affidavit is submitted pursuant to Bankruptcy Rule 2016(a) in support of Stroock's ninth quarterly application for an interim allowance of compensation and for the reimbursement of expenses for services rendered during the period from April 1, 2003 through and including June 30, 2003 in the aggregate amount of \$218,629.78 and, pursuant to the Court's June 22, 2001 Order Authorizing the Retention of Experts, in the aggregate amount of

\$67,628.50 for the fees and costs of the asbestos issues expert employed by the Committee during the months of April, May and June 2003.

3. All of the professional services performed by Stroock for which compensation is requested were performed for and on behalf of the Committee from April 1, 2003 through and including June 30, 2003 and not on behalf of any other person.

4. In accordance with Title 18 U.S.C. Section 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party-in-interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' assets.

5. In accordance with Section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with these cases, nor will any division of fees prohibited by Section 504 of the Bankruptcy Code be made by me or any partner or associate of my firm.


KENNETH PASQUALE

Sworn to before me this
29th day of August, 2003


Notary Public, State of New York

SAMUEL J. MERCHANT
Notary Public, State of New York
No. 01ME508527
Qualified in Kings County
Commission Expires November 4, 2006

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EXHIBIT B

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
APRIL 1, 2003 - JUNE 30, 2003

Matter Code	PROJECT CATEGORY	Hours	Total Fees(\$)
0001	Asset Analysis and Recovery	1.3	\$ 643.50
0003	Business Operations	23.1	11,582.00
0004	Case Administration	92.8	21,256.00
0005	Claim Analysis Objection, Resolution & Estimation (Asbestos)	40.9	21,288.50
0006	Claim Analysis/Objection/Administration(Non-Asbestos)	6.8	1,515.50
0007	Committee, Creditors', Noteholders', or Equity Holders'	91.6	45,814.00
0008	Employee Benefits, Pension	3.9	1,969.50
0010	Employment Applications – Others	7.2	3,564.00
0011	Fee Application, Applicant	83.5	23,789.00
0012	Fee Application, Others	15.6	3,009.50
0014	Hearings	19.1	10,420.50
0015	Litigation and Litigation Consulting	97.9	35,753.00
0017	Relief from Stay Proceedings	0.3	148.50
0018	Tax Issues	95.3	35,150.00
	TOTAL	579.3	\$ 215,903.50

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u>;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline:
June 23, 2003 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

**TWENTY-FIFTH MONTHLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM APRIL 1, 2003 THROUGH APRIL 30, 2003**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	April 1, 2003 – April 30, 2003
Amount of Compensation sought as actual, reasonable and necessary:	\$60,269.00 (80% - \$48,215.20)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$814.02 (Stroock) \$2,043.00 (Chambers)

This is an: ☒ interim ☐ final application

The total time expended for the preparation of the Twenty-Third and Twenty-Fourth Monthly Fee Statements is approximately 19.2 hours and the corresponding compensation requested is approximately \$4,365.00.

Attachment A

Monthly Interim Fee Applications

		Payment Requested		Payment Received	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)		

WR GRACE & CO				
ATTACHMENT B				
APRIL 1, 2003 - APRIL 30, 2003				
				No. of Years
	Hours	Rate	Amount	In Position
Partners				
Greenberg, Mayer	3.0	\$550	\$ 1,650.00	5
Kruger, Lewis	3.2	\$725	\$ 2,320.00	33
Pasquale, Kenneth	1.5	\$550	\$ 825.00	4
Associates				
Berg, Madelaine	1.9	\$500	\$ 950.00	22
Brandes, Ronnie H.	17.3	\$295	\$ 5,103.50	1
Krieger, Arlene	81.5	\$495	\$40,342.50	8
Krieger, Arlene	1.8	\$475	\$ 855.00	
Sasson, Moshe	1.8	\$445	\$ 801.00	8
Paraprofessionals				
Caskadon, Alexandra	32.6	\$180	\$ 5,868.00	2
Defreitas, Vaughn	11.9	\$115	\$ 1,368.50	16
Mohamed, David	1.3	\$115	\$ 149.50	15
Serrette, Rosemarie	0.2	\$180	\$ 36.00	16
Total	158.0		\$60,269.00	

WR GRACE & CO			
COMPENSATION BY PROJECT CATEGORY			
APRIL 1, 2003 - APRIL 30, 2003			
MATTER CODE	PROJECT CATEGORY	HOURS	TOTAL FEES (\$)
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	8.4	\$ 4,363.00
0005	Asbestos; Settlement Matters	0.9	\$ 400.50
0011	Bankruptcy Litigation (Preferences and Avoidance Actions)	5.3	\$ 2,440.00
0013	Business Operations	6.5	\$ 3,217.50
0014	Case Administration	37.7	\$ 10,618.00
0017	Committee, Creditors', Noteholders', or Equity Holders'	38.2	\$ 18,812.00
0018	Fee Application, Applicant	19.2	\$ 4,365.00
0020	Fee Application, Others	4.1	\$ 782.00
0022	Environmental Matters/Regulations/Litigation	10.6	\$ 5,256.50
0023	Executory Contracts/Unexpired Leases (Assumption and Rejection)	0.6	\$ 297.00
0034	Litigation and Litigation Consulting	5.5	\$ 2,617.50
0037	Hearings	0.7	\$ 346.50
0047	Tax Issues	20.3	\$ 6,753.50
	Total	158.0	\$ 60,269.00

STROOCK

INVOICE

DATE	May 28, 2003
INVOICE NO.	291903
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through April 30, 2003, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
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DATE	DESCRIPTION	NAME	HOURS
04/01/2003	Conference with Judge Wolin (1.0).	Kruger, L.	1.0
04/07/2003	T/c W. Katchen re proceedings before Judge Wolin addressing seriously impaired cancer claimants (.1); exchanged memoranda with D. Wildes re same (.2); responsive memo to W. Katchen re same (.1).	Krieger, A.	0.4
04/21/2003	Office conferences V. Defreitas re National Union adversary proceeding pleadings (.2); began draft of memo to LK, KP re National Union adversary (.8).	Krieger, A.	1.0
04/23/2003	Review National Union adv pro related pleading under motion for SJ and brief in support thereof (1.5); review Barrett and Kelly declarations in support thereof (.3); review remaining recent pleadings from docket including claimants' motion to compel discovery and National Union's objections	Krieger, A.	3.4

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DATE	DESCRIPTION	NAME	HOURS
	thereto (1.6).		
04/24/2003	Exchanged memorandum with S.Cunning re FTI analysis on EPA claims (.1); memorandum to L. Chambers re EPA claims (.2).	Krieger, A.	0.3
04/28/2003	Exchanged memo with M. Sasson re expert reports generated in the ZAI litigation (.2); review articles re Congressional action on asbestos claims (1.0).	Krieger, A.	1.2
04/28/2003	Review recent filings (status report for the main Chapter 11 case and each adversary proceeding (.3); memo to committee re: avoidance actions (.2)).	Sasson, M.	0.5
04/30/2003	O/c DW re substance of conversation with L. Chambers relating to asbestos legislation (.6).	Krieger, A.	0.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	6.9	\$ 495	\$ 3,415.50
Kruger, Lewis	1.0	725	725.00
Sasson, Moshe	0.5	445	222.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 4,363.00
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TOTAL FOR THIS MATTER	\$ 4,363.00
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RE	Asbestos: Settlement Matters 699843 0005
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DATE	DESCRIPTION	NAME	HOURS
04/28/2003	Review recent filings (4/11/03 letter re: settlement negotiations (.3); motion to approve settlement (.5), corr. re: same (.1)).	Sasson, M.	0.9

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Sasson, Moshe	0.9	\$ 445	\$ 400.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 400.50	

TOTAL FOR THIS MATTER	\$ 400.50
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RE	Bankruptcy Litigation (Preferences and Avoidance Actions) 699843 0011
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DATE	DESCRIPTION	NAME	HOURS
04/01/2003	T/c with S.Caben re: Avoidance motion to file on 4/2; availability of M.Lastowski for review/signature.	Caskadon, A.	0.2
04/01/2003	Office conference with K. Pasquale and A. Krieger regarding avoidance actions and preparation for request to court to extend time to bring avoidance action (.3); telephone regarding same with T. Maher (.2); telephone call with E. Inselbuch regarding same (.2); telephone call with D. Siegel regarding same and regarding legislative prospects (.2); review of proposed motion to court (.2).	Kruger, L.	1.1
04/01/2003	Conference call with L. Kruger, A. Krieger re avoidance claims (.3); attention to draft motion to extend avoidance claims deadline (1.0)	Pasquale, K.	1.3
04/01/2003	Conference with A. Krieger re filing of Motion and service issues (.1) Follow-up work regarding same (.1)	Serrette, R.	0.2
04/02/2003	O/c with R.Serrette (.4) and A.Krieger (.3) re Avoidance action; service of Avoidance action (.3); conf. call with S.Caban, M.Lastowski and A.Krieger re same(.2).	Caskadon, A.	1.2
04/02/2003	Attendance to files re avoidance actions.	Krieger, A.	0.8
04/02/2003	Corr. re: motion to extend, t/c NJ counsel.	Sasson, M.	0.3
04/11/2003	Telephone conference T. Swett re avoidance claims (.2)	Pasquale, K.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	1.4	\$ 180	\$ 252.00
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.8	495	396.00
Kruger, Lewis	1.1	725	797.50
Pasquale, Kenneth	1.5	550	825.00
Sasson, Moshe	0.3	445	133.50
Serrette, Rosemarie	0.2	180	36.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 2,440.00
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TOTAL FOR THIS MATTER	\$ 2,440.00
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RE	Business Operations 699843 0013
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DATE	DESCRIPTION	NAME	HOURS
04/07/2003	T/c S. Cunningham re proposed acquisition funded by DIP (.3).	Krieger, A.	0.3
04/08/2003	Review FTI analysis on proposed acquisition of MODcol (.5); review amended DIP agreement for terms on funding of acquisition (1.2); telephone call Libby Hamilton re draft memorandum on acquisition (.7); prepared memorandum to C. Lane re acquisition and outstanding question/comments to same (.5); memo to L. Hamilton re DIP agreement provisions (.5); office conference LK re same (.1).	Krieger, A.	3.5
04/09/2003	T/c L. Hamilton re proposed acquisition of MODcol (.1); attended to DIP-related documentation for L. Hamilton in connection with MODcol (.2).	Krieger, A.	0.3
04/10/2003	Memo to C. Lane, L. Hamilton re status of obtaining information for MODcol acquisition (.1); exchanged memoranda with C. Lane re information on MODcol acquisition (.1).	Krieger, A.	0.2
04/14/2003	Review February Operating Report (.5).	Krieger, A.	0.5
04/14/2003	T/c L. Hamilton re MODcol acquisition, terms of the note and other information (.3); exchanged memoranda with L. Hamilton re revised terms of MODcol acquisition (.2).	Krieger, A.	0.5
04/15/2003	T/c L. Hamilton re company to utilize available cash at Vydac for acquisition of MODcol (.2); attended to revised memorandum from L. Hamilton re MODcol acquisition (.3).	Krieger, A.	0.5
04/21/2003	T/c C. Lane re MODcol (.2); exchanged memo with L. Hamilton re above (.3); t/c L. Hamilton re acquisitions and future business development (.2).	Krieger, A.	0.7

DATE	DESCRIPTION	NAME	HOURS
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	6.5	\$ 495	\$ 3,217.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 3,217.50	
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TOTAL FOR THIS MATTER		\$ 3,217.50	
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RE	Case Administration 699843 0014
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DATE	DESCRIPTION	NAME	HOURS
04/01/2003	Review fee auditor's initial report for 7th Quarter (.5); o/c with R.Serrette re same(.4).	Caskadon, A.	0.9
04/02/2003	Review fee auditor's initial report to SSL's 7th Quarterly fee application (.2); attended to order requiring status report (.1); review fee auditor's final report on SSL's first, second and third interim reports (.2).	Krieger, A.	0.5
04/03/2003	Assist/prepare response to fee auditor's report re 7th Quarterly.	Caskadon, A.	0.8
04/03/2003	Review online docket for recently filed documents.	Defreitas, V.	0.8
04/03/2003	O/c LK re bar date process for personal injury claims and Sealed Air litigation (.1); conference call D. Siegel re same (.2); prepare response to Fee Auditor's Initial Report to Seventh Quarterly Application (3.8).	Krieger, A.	4.1
04/07/2003	Continue to prepare response to fee auditor (2.5); exchanged memoranda with AC re review of back-up for local transportation charges questioned and preparation of chart for response (.7); t/c F. Perch re DK Acquisition motion for order with respect to trading, and information requests (.4); t/c W. Katchen re motion extending time to commence avoidance actions (.1).	Krieger, A.	3.7
04/08/2003	Exchanged memo with AC re draft response to Fee Auditor's initial report on 7th fee application (.1); office conference AC re discussed information obtained on local transportation charges and preparation of insert for response to Fee Auditor (.2).	Krieger, A.	0.3
04/08/2003	Respond to attorney request re: post-petition DIP loan agreement/pre-petition credit	Mohamed, D.	1.3

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DATE	DESCRIPTION	NAME	HOURS
	agreements (.5); research client files for resignation letters re: Bankers Trust, Bank of New York, Bank of America and Wells Fargo Bank Minnesota (.8).		
04/09/2003	Assist prepare response to fee auditor; research and draft response to expenses.	Caskadon, A.	4.8
04/09/2003	Review online docket for recently filed pleadings to enter into central database (1.6).	Defreitas, V.	1.6
04/09/2003	Exchange memoranda with KP re discussion with Scott Baena re Committee's tolling motion (.2).	Krieger, A.	0.2
04/09/2003	O/c AC re preparation of revised response to fee auditor's report (.2).	Krieger, A.	0.2
04/10/2003	Assist prepare/finalize Stroock's response to Fee Auditor's initial report re 7th Quarterly Fee Application.	Caskadon, A.	2.5
04/10/2003	Review online docket for recently filed pleadings.	Defreitas, V.	0.5
04/10/2003	Exchanged memoranda with LK re local transportation charges inquiry from the Fee Auditor (.3); memo to A. Caskadon re identification of transportation charges for which reimbursement will be sought (.2); o/c AC re preparation of revised response to the Fee Auditor's initial report (.1); review and revise draft response (.7).	Krieger, A.	1.3
04/14/2003	Review online docket for recently filed documents for addition to central files and distribution to working group.	Defreitas, V.	0.3
04/14/2003	Exchanged memoranda with LK re SSL response to Fee Auditor's initial report on 7th Quarterly Application (.2); exchanged memoranda with AC re submission of response to the Fee Auditor (.2).	Krieger, A.	0.4
04/16/2003	Review fee order for due dates of fee statements and applications(.3).	Caskadon, A.	0.3
04/16/2003	Review and update central file categories with various documents received.	Defreitas, V.	2.2

DATE	DESCRIPTION	NAME	HOURS
04/16/2003	Exchanged memoranda with V. Defreitas re Fresenius settlement agreement motion; other pleadings to be obtained (.2).	Krieger, A.	0.2
04/18/2003	Research online docket & download recently filed documents for distribution of same as well as central database.	Defreitas, V.	0.3
04/21/2003	O/c with R.Serrette re 7th Quarterly Fee Auditor's Final Report.	Caskadon, A.	0.5
04/21/2003	Review online docket for recently filed pleadings and distribute same. (.5); researched at AK's request re: documents scheduled to be heard on April 28, 2003 agenda(.6); researched online adv pro docket (02-01657; 02-2210; 02-2211) for recently filed documents (.1).	Defreitas, V.	1.2
04/21/2003	Exchanged memoranda with V. Defreitas re newly docketed orders; review notice of agenda for 4/28/03 hearing (.1).	Krieger, A.	0.2
04/22/2003	Review online docket for recently filed pleadings.	Defreitas, V.	0.5
04/22/2003	Review status report filed by Debtors (.6); exchanged memoranda with KP re status report (.1);exchanged memoranda with V.DeFreitas re Fresenius settlement agreement motion (.2); exchanged memoranda with J. Hoon (Richards Spear) re advice to Debtors' local counsel re request to continue the hearing on the DK motion (.2); memo to LK, M. Lastowski re same (.1); memo to V.DeFreitas re Fresenius Agreement (.1); exchanged memoranda with RS re order awarding fees (.2).	Krieger, A.	1.5
04/24/2003	Review online docket for recently filed pleadings.	Defreitas, V.	0.8
04/24/2003	O/c LK 4/28/03 hearing (.1); attended to notice of amended agenda (.1).	Krieger, A.	0.2
04/25/2003	Review online docket for recently filed pleadings.	Defreitas, V.	0.1
04/25/2003	Memo to M. Lastowski re 4/28/03 hearings (.1); t/c ML re same (.1); memo from KP re fee	Krieger, A.	0.4

DATE	DESCRIPTION	NAME	HOURS
	applications relating to Sealed Air litigation (.2).		
04/29/2003	Research bar date motion/order/ service list/ AOS(1.0); Research avoidance action motion(.5).	Caskadon, A.	1.5
04/29/2003	Review and update various case file documents to assign central file categories.(1.5); update email correspondences received from AK.(.7)	Defreitas, V.	2.2
04/29/2003	O/cs A. Caskadon re creditor call on bar date objection deadline and obtaining documentation (.3); t/c J. Hughes re objection deadline for Committee's motion to extend the avoidance action (.2); memo to ML re above (.1); t/c S. Hollingshead re above (.1); t/c M. Lastowski re re-noticing of Committee's motion (.2); memo re basis for re-noticing (.1); review updated docket (.1); attended to electronically filed pleadings (.1)	Krieger, A.	1.2
04/30/2003	Memo to V.Defreitas re requested review of all dockets (.1); o/c V. DeFreitas re no additional documentation filed (.1).	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	11.3	\$ 180	\$ 2,034.00
Defreitas, Vaughn	10.5	115	1,207.50
Krieger, Arlene	14.6	495	7,227.00
Mohamed, David	1.3	115	149.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 10,618.00
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TOTAL FOR THIS MATTER	\$ 10,618.00
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RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
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DATE	DESCRIPTION	NAME	HOURS
04/01/2003	T/c KP re preparation of motion seeking extension of the 546 limitations period (.1); o/c's LK re pleading to be prepared (.3); prepared motion on behalf of the Committee seeking to extend deadline to file avoidance actions (5.3); o/c RS re filing and service of same; (.2); t/c's L. Hamilton re information for pleading (.3); t/c LK re review of pleading (.1).	Krieger, A.	6.3
04/02/2003	Exchanged memo with Jacqueline Greenberg (B. Katchen's office) re Committee pleading (.2); o/c A. Caskadon re coordination of filing and service of pleading (.3); memo to KP re pleading (.1); t/c KP re pleading (.1); t/c Joan Anderson re pleading to extend avoidance action deadline (.1); attended to memo from L. Hamilton re potential preference payment information (.2); exchanged memoranda with S. Caban re service of Committee motion extending deadline on avoidance actions (.5).	Krieger, A.	1.5
04/08/2003	Memorandum to V. Defreitas re pre-petition creditor agreements (.1); review agreements to respond to F. Perch with R. Douglas re First Union/Wachovia debt (.2); review files for Committee resignation letters from Bankers Trust, ABN Amro, Bank of America and WellsFargo Bank (.4); memo to LK re substance of conversation with Frank Perch (.3); memo to V. Defreitas re resignation letters (.1); office conferences D. Mohammed re letters needed (.2).	Krieger, A.	2.3
04/09/2003	Review pre-petition credit agreements, correspondence and other information in connection with preparing response to Frank Perch (2.6); t/c Frank Perch re DK Acquisition matter (.1); exchanged correspondence with R. Douglas re identify of lenders under the pre-petition credit facility (.2).	Krieger, A.	2.9
04/09/2003	Review of letters to U.S. Trustee regarding	Kruger, L.	0.4

DATE	DESCRIPTION	NAME	HOURS
	committee membership (.2); office conference with A. Krieger regarding same (.4).		
04/10/2003	Assist A.Krieger prepare letter to Frank Perch re D.K. Acquisition Motion.	Caskadon, A.	0.6
04/10/2003	Memo to LK re Perch letter (.2); t/c AC re review of Section 13.6(c) of the Credit Agreement (.3); revised Perch letter (.2); t/c LK re Perch letters (.2); o/c KP re inquiry from J. Ellington (.1); t/c J. Ellington (left message) re review of EPA claims and request for ex-officio status (.1).	Krieger, A.	1.1
04/11/2003	T/c KP re USA request for ex-officio status (.1); memo to KP re above and ongoing review of USA proofs of claim (.1).	Krieger, A.	0.2
04/15/2003	T/c F. Perch re US Trustee's position on DK Acquisition motion (.1); memo to the Committee re Debtors' correspondence on Sealed Air (.2); exchanged memoranda with F. Perch re 4/10/03 correspondence (.3); t/c T. Maher re Grace correspondence and misstatements contained therein (.2); exchanged memoranda with KP and LK re Grace correspondence and response to be prepared (.2); review memorandum to the Committee re MODcol acquisition (.2); further t/c L. Hamilton re comments to the revised form of memorandum (.3); prepared memorandum to the Committee addressing misstatements in Debtors' correspondence in respect of the Sealed Air litigation discussions (.5).	Krieger, A.	2.0
04/16/2003	Preparation of correspondence to the Committee re MODcol analysis (.5); exchanged memoranda with J. Anderson re MODcol memoranda (.1).	Krieger, A.	0.6
04/21/2003	Memorandum from and to F. Perch re request by J. Ellington to join the Committee (.2); attended to memorandum from F. Perch to M. Friedman re US Trustee's position on motion (.2); telephone conference M. Friedman re US Trustee's position (.2); telephone conference F. Perch re position on DK motion (.2); prepare memorandum to the Committee re: US	Krieger, A.	1.5

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DATE	DESCRIPTION	NAME	HOURS
	Trustee's position and discussion with DK's counsel (.5); memorandum to T. Maher re above (.1); telephone conference LK re Committee's position in view of US Trustee's position (.1); telephone conference Tom Maher re above.		
04/22/2003	Prepared correspondence to the Committee re Debtors' status report to the Court (.2).	Krieger, A.	0.2
04/23/2003	Prepare Committee memorandum re lease extension and assumption of Dunbar lease (.6).	Krieger, A.	0.6
04/24/2003	Attended to memorandum to LK, KP re DK Acquisition's motion (.5); review and revise and further prepare memorandum re pending matters including DK Acquisition's motion and the US Trustee's position thereon (2.2); o/c LK re memo to the Committee (.1).	Krieger, A.	2.8
04/25/2003	Memo to T. Maher re memorandum discussing DK Acquisition matter, Dunbar lease; (.3); exchanged t/cs KP re Committee consideration of ex-officio status for EPA (.2); memo to the Committee re pending matters (.2).	Krieger, A.	0.7
04/27/2003	Prepare memorandum to the Committee re proofs of claim filed by the USA and request for ex-officio status (2.5); began to prepare memorandum to the committee re Fresenius settlement agreement (1.5).	Krieger, A.	4.0
04/28/2003	Continue preparation of memo to the Committee re Fresenius settlement (3.0); review, revise memo to the Committee re USA proofs of claim and ex-officio status request (.5).	Krieger, A.	3.5
04/29/2003	Complete review and revisions to Committee memo re USA proofs of claim (.5); continue to prepare draft memo re Fresenius settlement (1.0); exchanged memo with R.Brandes re above (.1); exchanged memoranda with Joan Anderson re response on Committee's position DK Acquisition motion and the US Trustee's view thereon (.1); memo to LK, KP re Wachovia's response (.1); exchanged memo with M. Berg re proofs of claim filed by USA, FTI analysis and inquiry re information for	Krieger, A.	2.4

DATE	DESCRIPTION	NAME	HOURS
	Committee memorandum (.6).		
04/30/2003	Modify proposed memorandum to the Committee re USA/EPA claims (1.0); memo to KP, LK re same (.1); exchanged memo with M. Berg re same and further information for memorandum on Superfund sites (.8); memo to S. Cunningham re proposed memorandum to the Committee and proposed modifications to FTI schedule of claims (.1); continue to review pleadings and prepare memorandum to the Committee re Fresenius Settlement Agreement (2.6).	Krieger, A.	4.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	0.6	\$ 180	\$ 108.00
Krieger, Arlene	37.2	495	18,414.00
Kruger, Lewis	0.4	725	290.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 18,812.00	
TOTAL FOR THIS MATTER		\$ 18,812.00	

RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
01/31/2003	Office conference LK re proposed response to fee auditor's initial report (.1); memo from RS re submission of response (.1); memo to Stephen Bossay re response (.1); office conference KP re SSL response to fee auditor's report (1.0); prepared final form of SSL response and transmittal of same to fee auditor (.5).	Krieger, A.	1.8
04/04/2003	Review February time per A.Krieger's revisions(.8); draft certificate of service for Stroock's Feb fee app(.2); review March time detail(1.0).	Caskadon, A.	2.0
04/07/2003	Edit February fee statement(.7); o/c with R. Serrette re same(.3); prepare to serve February fee statement(.7); draft notice(.3); serve February fee statement(1.3).	Caskadon, A.	3.3
04/07/2003	O/c RS re billing relating to fee application preparation (.1); exchanged memoranda with AC re fee application preparation (.2); o/c AC re same (.1).	Krieger, A.	0.4
04/08/2003	Prepare response to Fee Auditor(1.1); various emails to S.Wexler, K.Pasquale, and H.Balk re same(.4) o/c with P.Harrington re same(.5).	Caskadon, A.	2.0
04/09/2003	Review March time detail (.7); review with AC re same (.1).	Krieger, A.	0.8
04/15/2003	Various o/c with L.Ferdinand at Fee Auditor re 7th Quarterly Project Category summary chart(.5); o/c with P.Harrington re same(.3).	Caskadon, A.	0.8
04/16/2003	Prepare CNO for January(.2);	Caskadon, A.	0.2
04/21/2003	Review and edit March fee detail.	Caskadon, A.	1.2
04/22/2003	Review March bill (1.0); review supplemental	Caskadon, A.	1.5

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DATE	DESCRIPTION	NAME	HOURS
	fee order re: 4th Quarter (.5).		
04/23/2003	Draft Grace March fee statement: draft notice, certificate of service.	Caskadon, A.	2.0
04/28/2003	Prepare Stroock's March Statement for service.	Caskadon, A.	2.0
04/29/2003	Serve Stroock March Fee Statement(1.0); emails with S.Caban re same(.2).	Caskadon, A.	1.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	16.2	\$ 180	\$ 2,916.00
Krieger, Arlene	1.2	495	594.00
Krieger, Arlene	1.8	475	855.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 4,365.00
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TOTAL FOR THIS MATTER	\$ 4,365.00
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RE	Fee Application, Others 699843 0020
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DATE	DESCRIPTION	NAME	HOURS
04/04/2003	Draft FTI's notice and certificate of service for February fee statement.	Caskadon, A.	0.8
04/07/2003	Prepare to serve FTI's February fee statement (.8); edit notice per S.Caban corrections(.2); serve(1.3).	Caskadon, A.	2.3
04/21/2003	Attended to PWC fee application and payment terms approved by the Court (.2).	Krieger, A.	0.2
04/23/2003	Updated central files with professional fees.	Defreitas, V.	0.7
04/28/2003	Review recent filings; fee report (.1).	Sasson, M.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	3.1	\$ 180	\$ 558.00
Defreitas, Vaughn	0.7	115	80.50
Krieger, Arlene	0.2	495	99.00
Sasson, Moshe	0.1	445	44.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 782.00
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TOTAL FOR THIS MATTER	\$ 782.00
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RE	Environmental Matters/Regulations/Litigation 699843 0022
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DATE	DESCRIPTION	NAME	HOURS
04/09/2003	T/c L. Hamilton re review of EPA proofs of claim (.1).	Krieger, A.	0.1
04/10/2003	Review EPA claims and FTI analyses thereof (2.3).	Krieger, A.	2.3
04/11/2003	Continue to review environmental proof of claim filed by the EPA and FTI analyses (1.8); review prior EPA settlements (1.5).	Krieger, A.	3.3
04/21/2003	Attended to review and revisions of FTI environmental analysis (1.5).	Krieger, A.	1.5
04/24/2003	Complete review of National Union related adversary proceeding docket (1.0); attended to L. Chambers asbestos legislation memorandum (.5).	Krieger, A.	1.5
04/29/2003	Prepare definition of NPL.	Berg, M.	0.2
04/30/2003	Review EPA proofs of claim, FTI analysis, research status of sites in claim	Berg, M.	1.7

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Berg, Madelaine	1.9	\$ 500	\$ 950.00
Krieger, Arlene	8.7	495	4,306.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 5,256.50	
TOTAL FOR THIS MATTER		\$ 5,256.50	

RE	Executory Contracts/Unexpired Leases (Assumption and Rejection) 699843 0023
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DATE	DESCRIPTION	NAME	HOURS
04/21/2003	Review proposed order extending time to assume/reject non-residential real property leases (.1); exchanged memoranda with C. Lane re Dunbar lease information (.1); review Kent Holding stipulation(.2); telephone conference C. Lane re Kent Holding lease matter (.2).	Krieger, A.	0.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.6	\$ 495	\$ 297.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 297.00	
TOTAL FOR THIS MATTER		\$ 297.00	

RE	Expenses 699843 0024	
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 0.00
MATTER DISBURSEMENT SUMMARY		
Messenger Service		\$ 140.68
Meals		320.36
Local Transportation		88.51
Long Distance Telephone		63.75
Duplicating Costs		132.70
Postage		0.97
Process Service & Calendar Watch		0.35
O/S Information Services		15.70
Facsimile Charges		3.00
Word Processing		48.00
TOTAL DISBURSEMENTS/CHARGES		\$ 814.02
TOTAL FOR THIS MATTER		\$ 814.02

RE	Litigation and Litigation Consulting 699843 0034
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DATE	DESCRIPTION	NAME	HOURS
04/02/2003	Exchanged memo with J. Baer re Debtors' additional comments to the Sealed Air Agreement (.2); exchanged memoranda with R. Brandes re discussion with Grace re agreement on Sealed Air settlement terms (.2).	Krieger, A.	0.4
04/03/2003	Review correspondence from Jan Baer re Grace's comments to latest sealed air settlement agreement draft (1.0).	Krieger, A.	1.0
04/03/2003	Office conference with A. Krieger; telephone call with D. Siegel regarding my conference with Judge Wolin regarding Sealed Air issues and cancer claims.	Kruger, L.	0.3
04/04/2003	Review online docket for recently filed pleadings in Litigation matters.	Defreitas, V.	0.7
04/11/2003	Exchanged memoranda with J. Baer re status of discussion between Grace and Sealed Air over settlement terms (.2); exchanged memoranda with R. Brandes re substance of conversation with Debtors' tax personnel re discussions with Sealed Air and outstanding issues (.2); memo to LK, KP re substance of information from Debtors' counsel re discussions with Sealed Air (.1).	Krieger, A.	0.5
04/11/2003	Status of negotiations between Sealed Air and WR Grace (.2).	Kruger, L.	0.2
04/14/2003	Correspondence from Debtors re Sealed Air settlement discussions (.1); office conference LK re correspondence (.1).	Krieger, A.	0.2
04/16/2003	Memoranda to LK, KP re motion by asbestos committee and Debtor approving Fresenius settlement agreement (.1); telephone conference LK re above (.1).	Krieger, A.	0.2

DATE	DESCRIPTION	NAME	HOURS
04/22/2003	Prepare correspondence to Jan Baer re April 11, 2003 correspondence in connection with Sealed Air settlement agreement (1.0); exchanged memoranda with KP re Baer correspondence (.1); t/c Jan Baer re Sealed Air settlement agreement (.2); memo re substance of conversations with Jan Baer (.2).	Krieger, A.	1.5
04/24/2003	Review letter to J. Baer regarding committee not having agreed to Sealed Air proposal.	Kruger, L.	0.2
04/25/2003	Memorandum to M. Greenberg, R. Brandes re Fresenius settlement agreement (.1); exchanged additional memoranda with R. Brandes (.2).	Krieger, A.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Defreitas, Vaughn	0.7	\$ 115	\$ 80.50
Krieger, Arlene	4.1	495	2,029.50
Kruger, Lewis	0.7	725	507.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,617.50	
TOTAL FOR THIS MATTER		\$ 2,617.50	

RE	Hearings 699843 0037
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DATE	DESCRIPTION	NAME	HOURS
04/21/2003	Extended t/c C. Lane re matters on the agenda for 4/28/03 hearings (.7).	Krieger, A.	0.7

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.7	\$ 495	\$ 346.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 346.50
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TOTAL FOR THIS MATTER	\$ 346.50
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RE	Tax Issues 699843 0047
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DATE	DESCRIPTION	NAME	HOURS
04/02/2003	Phone call with E. Fallon (Grace Counsel) (0.5); email update to M. Greenberg and A. Krieger (0.6); research on "substantial authority" standard (0.5); read Grace's comments to Sealed Air Settlement Agreement (0.5).	Brandes, R.	2.1
04/03/2003	Reviewed comments received from A. Krieger from Grace counsel regarding Sealed Air Settlement Agreement (1.0); research on "substantial authority" standard (0.6).	Brandes, R.	1.6
04/03/2003	Review Brandes e-mails re Sealed Air tax issues.	Greenberg, M.	0.4
04/11/2003	Phone call with Elyse Fallon (0.6); email update to M. Greenberg and A. Krieger (0.2); reviewed outstanding issues (0.8).	Brandes, R.	1.6
04/14/2003	Review emails and analysis re settlement issues.	Greenberg, M.	0.7
04/16/2003	Read letter from A. Krieger (0.2); discussion regarding status of assignment with M. Greenberg (0.2).	Brandes, R.	0.4
04/16/2003	Review e-mails and discussion with R Brandes re tax issues related to settlement.	Greenberg, M.	0.5
04/22/2003	Read Fresenius Settlement Court Order (0.7).	Brandes, R.	0.7
04/23/2003	Read Fresenius' Petition to Court (2.8); research for Sealed Air situation and payments made after reorganizations and what payments are deductible (4.8).	Brandes, R.	7.6
04/25/2003	Email to A. Krieger regarding status of Sealed Air Agreement (0.2); prepared for meeting with M. Greenberg re: status of situation (0.5); meeting with M. Greenberg to discuss how	Brandes, R.	1.6

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DATE	DESCRIPTION	NAME	HOURS
	Grace can solidify the position the Company Entitlement to a deduction for the payments (0.6); research on IRC Section 108(c)(2) (0.3).		
04/25/2003	Conference with R Brandes and analysis re cancellation of indebtedness and Sealed Air settlement (1.0); analysis re section 108 issues (.4).	Greenberg, M.	1.4
04/28/2003	Began to write memo on the pros and cons of the Fresenius Settlement Agreement (1.7)	Brandes, R.	1.7

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Brandes, Ronnie H.	17.3	\$ 295	\$ 5,103.50
Greenberg, Mayer	3.0	550	1,650.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 6,753.50	

TOTAL FOR THIS MATTER	\$ 6,753.50
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 60,269.00
TOTAL DISBURSEMENTS/CHARGES	\$ 814.02
TOTAL BILL	\$ 61,083.02

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

WR GRACE & CO	
DISBURSEMENT SUMMARY	
APRIL 1, 2003 - APRIL 30, 2003	
Messenger Service	\$ 140.68
Meals	\$ 320.36
Local Transportation	\$ 88.51
Long Distance Telephone	\$ 63.75
Duplicating Costs	\$ 132.70
Postage	\$ 0.97
Process Service & Calendar Watch	\$ 0.35
O/S Information Services	\$ 15.70
Facsimile Charges	\$ 3.00
Word Processing	\$ 48.00
Total	\$ 814.02

STROOCK

DISBURSEMENT REGISTER

INVOICE

DATE	May 28, 2003
INVOICE NO.	291903
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

DISBURSEMENT CHARGES RENDERED in the captioned matter for the period through April 30, 2003, including:

DATE	DESCRIPTION	AMOUNT
Messenger Service		
04/08/2003	FedEx 3/26/03 David Siegal Columbia, MD	9.67
04/08/2003	FedEx 3/26/03 Warren Smith Dallas, TX	11.62
04/08/2003	FedEx 3/26/03 Frank Perch Wilmington, DE	9.67
04/08/2003	FedEx 3/26/03 Shelley Calan Wilmington, DE	9.67
04/10/2003	FedEx 4/7/03 David Siegal Columbia, MD	11.84
04/10/2003	FedEx 4/7/03 Warren Smith Dallas, TX	11.73
04/10/2003	FedEx 4/7/03 Frank Perch Wilmington, DE	11.84
04/10/2003	FedEx 4/7/03 Shelly Caban Wilmington, DE	9.76
04/24/2003	FedEx Log 03/26/03 A.CASAKDON TO W.SMITH	6.22
04/29/2003	Federal Express T#836515047019 A.CASKADON to: DAVID B SIEGAL COLUMBIA,MD	9.76
04/29/2003	Federal Express T#836515047020 A.CASKADON to: WARREN H. SMITH DALLAS,TX	11.73
04/29/2003	Federal Express T#836515047030 A.CASAKDON. to: FRANK J. PERCH WILMINGTON,DE	9.76

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DATE	DESCRIPTION	AMOUNT
04/29/2003	Federal Express T#836515047041 A.CASKADON to: SHELLEY CABAN WILMINGTON,DE	9.76
04/30/2003	FedEx Log 4/7/03 A Caskadon to S Caban	1.37
04/30/2003	FedEx Log 4/7/03 A Caskadon to Warren Smith	6.28
Messenger Service Total		140.68
Meals		
04/24/2003	VENDOR: PETAK'S; INVOICE#: 19797; DATE: 3/12/2003 - L Kruger 3/12/03	320.36
Meals Total		320.36
Local Transportation		
04/04/2003	NYC Two Ways Inc. BRANDES 03/18/03 21:53 M from 180 MAIDEN to 60 W 23 S	19.71
04/10/2003	NYC Two Ways Inc. CASKADON 03/26/03 01:55 M from 1 AVE to NJ HOBOKEN	43.45
04/15/2003	VENDOR: Lewis Kruger; INVOICE#: 04/07/03; DATE: 4/15/2003 - 04/01/03 DINNER W/JUDGE WOLIN - SUBWAY	0.75
04/22/2003	NYC Two Ways Inc. KRIEGER 04/08/03 22:39 M from 180 MAIDEN to 10 EAST E	24.60
Local Transportation Total		88.51
Long Distance Telephone		
04/01/2003	EXTN.5431, TEL.410-531-4000, S.T.13:52, DUR.11:12	4.66
04/01/2003	EXTN.5492, TEL.954-731-1035, S.T.19:17, DUR.04:06	1.64
04/01/2003	EXTN.5544, TEL.201-556-4021, S.T.11:41, DUR.02:18	1.16
04/01/2003	EXTN.5544, TEL.201-556-4021, S.T.16:17, DUR.13:30	5.43
04/01/2003	EXTN.6495, TEL.302-657-4924, S.T.16:13, DUR.02:18	1.16
04/02/2003	EXTN.5744, TEL.561-362-1302, S.T.11:18, DUR.12:12	5.04
04/02/2003	EXTN.5544, TEL.267-321-6605, S.T.12:29, DUR.04:42	1.94
04/03/2003	EXTN.5431, TEL.410-531-4000, S.T.10:21, DUR.01:12	0.78
04/04/2003	EXTN.5760, TEL.973-645-2580, S.T.16:30, DUR.01:00	0.39

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DATE	DESCRIPTION	AMOUNT
04/04/2003	EXTN.5760, TEL.973-645-2580, S.T.16:36, DUR.00:30	0.39
04/07/2003	EXTN.5544, TEL.201-556-1212, S.T.10:31, DUR.00:06	0.39
04/07/2003	EXTN.5544, TEL.201-556-4040, S.T.10:31, DUR.09:42	3.88
04/07/2003	EXTN.5562, TEL.202-862-5081, S.T.11:32, DUR.00:42	0.39
04/08/2003	EXTN.5544, TEL.201-556-4021, S.T.16:11, DUR.38:18	15.13
04/08/2003	EXTN.6495, TEL.302-657-4924, S.T.13:25, DUR.00:48	0.39
04/09/2003	EXTN.5511, TEL.302-573-6459, S.T.17:01, DUR.00:18	0.39
04/09/2003	EXTN.5511, TEL.302-573-6491, S.T.17:03, DUR.01:00	0.39
04/09/2003	EXTN.5544, TEL.201-556-4021, S.T.10:18, DUR.00:18	0.39
04/09/2003	EXTN.5544, TEL.302-573-6491, S.T.11:07, DUR.02:00	0.78
04/10/2003	EXTN.5544, TEL.303-312-7321, S.T.14:54, DUR.01:18	0.78
04/10/2003	EXTN.6495, TEL.214-746-7700, S.T.11:32, DUR.01:12	0.78
04/11/2003	EXTN.5544, TEL.201-556-4021, S.T.13:06, DUR.02:30	1.16
04/15/2003	EXTN.3544, TEL.302-573-6491, S.T.11:04, DUR.00:42	0.39
04/15/2003	EXTN.5544, TEL.201-556-4021, S.T.10:48, DUR.05:24	2.33
04/15/2003	EXTN.5544, TEL.201-556-4021, S.T.16:18, DUR.05:00	1.94
04/15/2003	EXTN.6495, TEL.214-698-3868, S.T.10:11, DUR.01:42	0.78
04/15/2003	EXTN.6495, TEL.214-698-3868, S.T.10:42, DUR.00:42	0.39
04/15/2003	EXTN.6495, TEL.214-698-3868, S.T.12:13, DUR.01:18	0.78
04/21/2003	EXTN.3544, TEL.312-861-3268, S.T.09:42, DUR.00:54	0.39
04/21/2003	EXTN.3544, TEL.312-861-2162, S.T.11:20, DUR.02:30	1.16
04/21/2003	EXTN.5544, TEL.302-573-6491, S.T.11:39, DUR.08:48	3.49
04/21/2003	EXTN.5544, TEL.312-861-3268, S.T.16:18, DUR.01:42	0.78
04/25/2003	EXTN.5544, TEL.302-657-4942, S.T.11:43, DUR.01:24	0.78

DATE	DESCRIPTION	AMOUNT
04/29/2003	EXTN.5544, TEL.215-575-7282, S.T.11:21, DUR.02:30	1.16
04/29/2003	EXTN.5544, TEL.302-657-4942, S.T.11:35, DUR.00:30	0.39
04/29/2003	EXTN.3544, TEL.302-657-4955, S.T.11:36, DUR.03:12	1.55
Long Distance Telephone Total		63.75
Duplicating Costs		
04/01/2003		6.10
04/02/2003		0.40
04/03/2003		6.10
04/03/2003		0.20
04/03/2003		2.30
04/03/2003		0.40
04/07/2003		0.20
04/07/2003		30.20
04/08/2003		0.60
04/09/2003		3.20
04/09/2003		0.10
04/09/2003		0.20
04/09/2003		0.30
04/10/2003		0.60
04/10/2003		0.40
04/10/2003		1.50
04/10/2003		0.30
04/10/2003		0.80
04/11/2003		6.40
04/22/2003		33.30

DATE	DESCRIPTION	AMOUNT
04/23/2003		0.60
04/28/2003		17.10
04/29/2003		3.20
04/29/2003		10.80
04/29/2003		7.40
Duplicating Costs Total		132.70
Postage		
04/15/2003	Postage Charged by on 04/10/2003	0.60
04/28/2003	Postage Charged by on 04/25/2003	0.37
Postage Total		0.97
Process Service & Calendar Watch		
04/30/2003	VENDOR: Pacer Service Center; INVOICE#: 020103; DATE: 2/1/2003 - Billing period 02/01/03-02/28/03	0.35
Process Service & Calendar Watch Total		0.35
O/S Information Services		
04/30/2003	VENDOR: Global Securities Information, Inc; INVOICE#: IN000132850; DATE: 3/31/2003 - usage through 3/31/03	15.70
O/S Information Services Total		15.70
Facsimile Charges		
04/10/2003	FAX # 212-570-1803	3.00
Facsimile Charges Total		3.00
Word Processing		
04/10/2003		42.00
04/10/2003		6.00
Word Processing Total		48.00

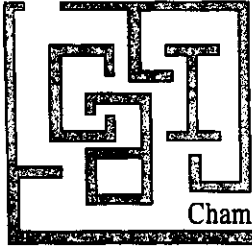
BILL DISBURSEMENT SUMMARY

Messenger Service	\$ 140.68
Meals	320.36
Local Transportation	88.51
Long Distance Telephone	63.75
Duplicating Costs	132.70
Postage	0.97
Process Service & Calendar Watch	0.35
O/S Information Services	15.70
Facsimile Charges	3.00
Word Processing	48.00

TOTAL DISBURSEMENTS/CHARGES

\$ 814.02

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.



Chambers Associates Incorporated • Public Policy Consultants

805 15th Street, N.W.
Suite 500
Washington, D.C. 20005
(202) 371-9770
FAX (202) 371-6601

April 28, 2003

Stroock, Stroock & Lavan, LLP
180 Maiden Lane
New York, New York 10038

Attention: Kenneth Pasquale

*For Services Rendered For
W. R. Grace Creditor's Committee - March 2003*

Professional Fees:

LC	1.70 hrs. @ \$510	\$867.00
MA	4.20 hrs. @ \$280	<u>1,176.00</u>

Total Professional Fees \$2,043.00

Support Services:

None

Expenses:

None

Total Amount Due for March Services and Expenses \$2,043.00

Outstanding Invoices:

September 28, 2002	\$5,046.70
October 30, 2002	771.50
November 28, 2002	1,780.75
March 24, 2003	<u>1,077.80</u>

Total Amount Due for March Services, Expenses and Outstanding Invoices \$10,719.75

Timekeeper	Work Date	Hours	Narrative
ATLAS, MARK	3/11/2003	0.60	Reviewed documents to be discussed at Grace creditors committee meeting
ATLAS, MARK	3/11/2003	0.20	Telephone conference with staff re: Grace creditors committee meeting
ATLAS, MARK	3/12/2003	3.40	Prepared for and participated in creditors committee meeting
CHAMBERS, LETITIA	3/12/2003	1.70	Review documents provided by client.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u>;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline:
July 21, 2003 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

**TWENTY-SIXTH MONTHLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM MAY 1, 2003 THROUGH MAY 31, 2003**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	May 1, 2003 – May 31, 2003
Amount of Compensation sought as actual, reasonable and necessary:	\$111,990.50 (80% - \$89,592.40)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$691.84 (Stroock) \$3,830.50 (Chambers)

This is an: ☒ interim ☐ final application

The total time expended for the preparation of the Twenty-Fifth Monthly Fee Statement and the Eighth Quarterly Fee Application is approximately 47.8 hours and the corresponding compensation requested is approximately \$15,981.50.

Attachment A

Monthly Interim Fee Applications

		Payment Requested		Payment Received	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00(Chambers)	\$48,215.20	\$2,857.02

WR GRACE & CO ATTACHMENT B MAY 1, 2003 - MAY 31, 2003				
				No. of Years
	Hours	Rate	Amount	In Position
Partners				
Greenberg, Mayer	13.1	\$ 550	\$ 7,205.00	5
Kruger, Lewis	9.5	725	6,887.50	33
Levy, Mark	0.2	670	134.00	29
Pasquale, Kenneth	7.6	550	4,180.00	4
Associates				
Brandes, Ronnie H.	42.6	295	12,567.00	1
Krieger, Arlene	128.0	495	63,360.00	8
Sasson, Moshe	5.3	445	2,358.50	8
Paraprofessionals				
Caskadon, Alexandra	37.5	180	6,750.00	2
Defreitas, Vaughn	15.9	115	1,828.50	16
James, Melissa K.	39.2	160	6,272.00	1
Magzamen, Michael	0.5	180	90.00	1
Mohamed, David	0.5	115	57.50	15
Peters, Angelina	2.9	85	246.50	3
Serrette, Rosemarie	0.3	180	54.00	16
Total	303.1		\$ 111,990.50	

WR GRACE & CO COMPENSATION BY PROJECT CATEGORY MAY 1, 2003 - MAY 31, 2003			
MATTER CODE	PROJECT CATEGORY	HOURS	TOTAL FEES
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	24.5	\$ 12,929.00
0013	Business Operations	0.6	297.00
0014	Case Administration	25.6	5,070.50
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	6.1	1,389.50
0017	Committee, Creditors', Noteholders', or Equity Holders'	36.1	17,983.00
0018	Fee Application, Applicant	47.8	15,981.50
0020	Fee Application, Others	7.7	1,386.00
0034	Litigation and Litigation Consulting	73.8	23,707.00
0037	Hearings	17.5	9,628.50
0040	Employment Applications - Others	7.2	3,564.00
0041	Relief from Stay Proceedings	0.3	148.50
0047	Tax Issues	55.9	19,906.00
	Total	303.1	\$ 111,990.50

STROOCK

INVOICE

DATE	June 30, 2003
INVOICE NO.	292518
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through May 31, 2003, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
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DATE	DESCRIPTION	NAME	HOURS
05/01/2003	Review L. Chambers asbestos legislation memorandum (1.3); office conferences DW re further discussions re reform legislation (.4); prepare memorandum to M. Lyman re questions with respect to asbestos reform legislation memorandum (.5); attend to response from M. Lyman (.2); telephone conference L. Chambers re meeting to discuss legislation (.1).	Krieger, A.	2.5
05/02/2003	Telephone conference D. Wildes re LK message re 5/7/03 meeting on asbestos reform legislation (.2); telephone conference L. Chambers re meeting and legislation (.4); review memorandum from M. Lyman re comments to legislation memorandum (.5); telephone conference Tom Maher re meeting to discuss asbestos reform legislation (.3); memo to M. Lyman re revised asbestos legislation memorandum (.2); memo to LK, KP re Lyman	Krieger, A.	2.1

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DATE	DESCRIPTION	NAME	HOURS
	response to inquiries (.1); memo to LK, KP re 5/7/03 meeting on the asbestos reform legislation (.4).		
05/03/2003	Exchanged memorandum with M. Lyman re 5/7/03 meeting (.2); exchanged telephone conferences S. Cunningham re 5/7/03 meeting on legislation (.2); telephone conference L. Hamilton re 5/7/03 meeting (.1).	Krieger, A.	0.5
05/05/2003	Exchanged memo with M. Lyman re May 7, 2003 meeting on asbestos reform legislation (.3); telephone conference S. Cunningham, C. Whitney Troyer re 5/7/03 meeting (.5); memo to Noah Schwartz (Davis Polk) re 5/7/03 meeting (.3); memorandum from L. Hamilton re 5/7/03 meeting (.1).	Krieger, A.	1.2
05/06/2003	Exchanged memoranda with N. Schwartz re 5/7/03 asbestos legislation meeting (.1); memo to T. Maher, C. Whitney Troyer, others re 5/7/03 meeting (.3); memo to L. Chambers, M. Lyman re 5/7/03 meeting and materials to be circulated in connection therewith (.2); memo to LK, DW re materials for 5/7/03 meeting (.2); memo to LK, DW re materials for 5/7/03 meeting (.1); memo from L. Chambers re materials to be discussed during 5/7/03 conference (.2).	Krieger, A.	1.1
05/06/2003	Review Chambers report on asbestos reform.	Sasson, M.	0.2
05/07/2003	Review documentation forwarded by L. Chambers in connection with asbestos legislation meeting (.6); memo to N. Schwartz re attendees at meeting (.1); office conference LK re meeting (.3); attended meeting with LK, T. Maher re asbestos reform legislation (2.5); exchanged memoranda with E. Kaufman re asbestos legislation information (.2); review asbestos legislation-related information (.9).	Krieger, A.	4.6
05/07/2003	Conference with L. Chambers, T. Maher and A. Krieger regarding legislative prospects, strategy and possible impact on pending Chapter 11.	Kruger, L.	1.0
05/08/2003	Review article re Fuller-Austin decision (.2); attended to memoranda re asbestos legislation	Krieger, A.	0.7

DATE	DESCRIPTION	NAME	HOURS
	and prepare response to S. Case, other Committee counsel regarding same (.3); review Fuller Austin decision article (.2)		
05/08/2003	Telephone call with T. Maher regarding legislative effort (.2); review Fuller/Austin decision (.2); prepare for telephone conference with Committee (.2); office conference with A. Krieger regarding asbestos legislation, avoidance action motion and court argument (.3); telephone conference with Committee regarding asbestos legislation and possible retention of lobbyist by individual Committee members (.5); telephone call with L. Chambers regarding legislation prospects (.2).	Kruger, L.	1.6
05/08/2003	Review memo re: legislation (.1); article on Fuller-Austin judgment (.1).	Sasson, M.	0.2
05/09/2003	Attended to memoranda re asbestos reform legislation and retention of Congressional-relations person (.2)	Krieger, A.	0.2
05/12/2003	Attended to memoranda re position of asbestos cases re retention of Congressional-relations personnel for asbestos legislation (.1).	Krieger, A.	0.1
05/13/2003	Exchanged telephone conferences Nadif Madhavin (Elliot Associates) re Committee composition (.1); attended to memoranda from S. Case re position of members of other creditors committees on asbestos litigation (.3); attended to articles re asbestos reform legislation (.3); attended to Elliot Associates report re asbestos legislation (.1).	Krieger, A.	0.8
05/20/2003	Reviewed asbestos bill proposed by Senator Hatch (.5); exchanged memo with L.Chambers re Hatch Bill (.2)	Krieger, A.	0.7
05/20/2003	Attention to draft of Hatch bill re asbestos claims (.6)	Pasquale, K.	0.6
05/21/2003	Review draft Hatch bill.	Krieger, A.	1.3
05/21/2003	Review By-Laws (.1); draft Hatch legislation (.1); Chambers memo re: negotiations (.1).	Sasson, M.	0.3
05/23/2003	Review Mealy's news alert re status of asbestos	Krieger, A.	1.1

DATE	DESCRIPTION	NAME	HOURS
	reform legislation (.1); memo to L. Chambers, M. Lyman re legislation introduced by Hatch (.1); office conference KP re above and potential impact on fraudulent transfer settlements (.1); review Navigant memos re asbestos legislation (.6); exchanged memoranda with M. Lyman re Hatch bill (.2).		
05/27/2003	Review asbestos reform legislation articles (.8).	Krieger, A.	0.8
05/27/2003	Office conference with F. McGovern regarding status and prospects for a deal.	Kruger, L.	0.6
05/27/2003	Attention to Hatch bill, as submitted to Senate (.7)	Pasquale, K.	0.7
05/29/2003	Review Navigant Consulting memorandum re Hatch bill (.5).	Krieger, A.	0.5
05/29/2003	Review memo, proposed asbestos reform legislation.	Sasson, M.	0.8
05/30/2003	Telephone call with T. Maher regarding F. McGovern's suggestion of negotiations.	Kruger, L.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	18.2	\$ 495	\$ 9,009.00
Kruger, Lewis	3.5	725	2,537.50
Pasquale, Kenneth	1.3	550	715.00
Sasson, Moshe	1.5	445	667.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 12,929.00
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TOTAL FOR THIS MATTER	\$ 12,929.00
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RE	Business Operations 699843 0013
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DATE	DESCRIPTION	NAME	HOURS
05/02/2003	Telephone conference S. Cunningham, Libby Hamilton re FTI analysis on USA claims (.2); attended to memo from L. Hamilton re revised FTI memorandum (.3); Telephone conference S. Cunningham, L. Hamilton re first quarter 2003 operating results (.1).	Krieger, A.	0.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.6	\$ 495	\$ 297.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 297.00
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TOTAL FOR THIS MATTER	\$ 297.00
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RE	Case Administration 699843 0014
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DATE	DESCRIPTION	NAME	HOURS
05/01/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.7
05/02/2003	Attended to files re settlement agreements, asbestos legislation, other (.6).	Krieger, A.	0.6
05/05/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.5
05/06/2003	Review online docket for recently docketed pleadings (.4); review various case documents received from attorneys to assign central categories in preparation for central database (4.9).	Defreitas, V.	5.3
05/06/2003	Telephone conferences Mitchell Socket (Kings Street) re bank debt holder inquiry re case status (.2).	Krieger, A.	0.2
05/06/2003	Office conference AC re payment of outstanding SSL invoices (.3).	Krieger, A.	0.3
05/07/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	0.4
05/07/2003	Exchanged memoranda with M. Magzamen re 5/8/03 conference call (.2); telephone conference RS re same (.1); exchanged memoranda with V.DeFreitas re recent pleading on the docket (.1).	Krieger, A.	0.4
05/08/2003	O/c R.Serrette re: Chambers Associates payments (.4); review records re: same(.8); o/c D.Azrilen re same(.3).	Caskadon, A.	1.5
05/08/2003	Review online docket for recently docketed pleadings (.4); retrieved at RS request re: Stroock's March 2003 monthly fee appl (.1).	Defreitas, V.	0.5
05/09/2003	Communicate with S.Caban re: filing of Feb	Caskadon, A.	0.2

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DATE	DESCRIPTION	NAME	HOURS
	CNO.		
05/09/2003	Retrieved recently docketed pleadings re: March 2003 monthly operating report; Obj. to motion of the office committee of unsecured creditors to extend time within which avoidance actions may be brought and staying the limitation deadline pending a decision (.5)	Defreitas, V.	0.5
05/12/2003	Review previous bills, determine amounts owed to Chambers Associates (1.0); communicate with Debtor re updating phone numbers(.3).	Caskadon, A.	1.3
05/12/2003	Review Online docket for recently docketed pleadings re: order granting motion to extend time to assume and assign or reject unexpired leases of nonresidential real property(.2); response to motion of office committee of unsecured creditors to extend deadline for avoidance actions (.2); notice of agenda of matters scheduled for hearing on May 19, 2003 at 12:00(.2)	Defreitas, V.	0.6
05/12/2003	Attended to pleading re National Union Fire Insurance Co. discovery (.1); review agenda for 5/19/03 hearings (.1).	Krieger, A.	0.2
05/13/2003	Review bills from August 2002 for D.Azrilen with regard to Chambers Associates payments.	Caskadon, A.	0.6
05/13/2003	Review online docket for recently docketed pleadings.	Defreitas, V.	1.4
05/14/2003	Review docket fee auditor's final report re: 6th quarterly; o/c D.Azrilen re same..	Caskadon, A.	0.4
05/14/2003	Researched at AK's request re: 9/24/02 transcript (Owens Corning) regarding avoidance actions (.5); retrieved recently docketed pleadings re: motion to approve motion for order approving settlement with BSFS Equipment Leasing and Daleen Technologies, Inc.(.2)	Defreitas, V.	0.7
05/14/2003	Conf with V. DeFreitas re site of Owens Corning re Avoidance Action.	Serrette, R.	0.2
05/15/2003	Review online docket for recently docketed	Defreitas, V.	0.2

DATE	DESCRIPTION	NAME	HOURS
	items re: Notice of Agenda of matters scheduled for hearing May 19, 2003.		
05/16/2003	Review online docket for recently filed pleadings (.8); review various documents to assign categories for preparation to central database (2.5).	Defreitas, V.	3.3
05/19/2003	Exchanged memoranda with AC re transcript of 5/19/03 hearing (.2); office conferences DM re review of dockets and new pleadings filed (.1).	Krieger, A.	0.3
05/19/2003	Research case docket no. 01-1139	Mohamed, D.	0.5
05/20/2003	Telephone conference A. Mintz re creditor inquiry on ZAI litigation other.	Krieger, A.	0.1
05/20/2003	Attended to files.	Krieger, A.	0.7
05/20/2003	Reviewed SSL 8th quarterly fee application prior to filing (.3)	Pasquale, K.	0.3
05/21/2003	Review online docket recently docket pleadings.	Defreitas, V.	0.5
05/22/2003	Retrieve from online docket for recently docket pleadings re: Certificate of no objections; Klett Rooney Lieber & Schorling; L. Tersigni Consulting P.C.; Holme Roberts & Owens.	Defreitas, V.	0.7
05/23/2003	Review online docket for recently filed pleadings.	Defreitas, V.	0.4
05/27/2003	Various emails with local counsel re obtaining transcript of hearing.	Caskadon, A.	0.2
05/29/2003	Retrieved from online docket re: Transcript hearing held April 28, 2003.	Defreitas, V.	0.2
05/29/2003	Review Cybergenics ruling (1.1); exchanged memoranda with KP re Cybergenics decision (.1); telephone conference W. Katchen re third circuit decision (.1); memo to W. Katchen re same (.1); review article on third circuit decision (.1); office conferences KP re R. Farrell inquiry relating to environmental claim (.2).	Krieger, A.	1.7

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	4.2	\$ 180	\$ 756.00
Defreitas, Vaughn	15.9	115	1,828.50
Krieger, Arlene	4.5	495	2,227.50
Mohamed, David	0.5	115	57.50
Pasquale, Kenneth	0.3	550	165.00
Serrette, Rosemarie	0.2	180	36.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 5,070.50	
TOTAL FOR THIS MATTER		\$ 5,070.50	

RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015
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DATE	DESCRIPTION	NAME	HOURS
05/02/2003	Exchanged memos with J. Baer re inquiry regarding claims register and advice re same (.2).	Krieger, A.	0.2
05/05/2003	Email to A.Krieger re Grace claims format request (.2); t/c with R.Serrette re same(.3); t/c with Michelle Dalsin @ Rust re same(.1).	Caskadon, A.	0.6
05/05/2003	Exchanged memoranda with AC re claims docket (.1).	Krieger, A.	0.1
05/05/2003	Conf with A.Caskadon re format for claims summary.	Serrette, R.	0.1
05/06/2003	T/c with M.Dalsin at Rust re format for claims information.	Caskadon, A.	0.5
05/08/2003	Exchange memoranda with AC re claims docket from Rust.	Krieger, A.	0.1
05/12/2003	Attended to memoranda from AC re Rust Consulting files (.1).	Krieger, A.	0.1
05/19/2003	Telephone conference L. Chambers re environmental claims review (.1).	Krieger, A.	0.1
05/20/2003	Telephone conference Pat McGrath (Navigant) re review of the EPA claims and preparation of analyses thereof and information request (.5).	Krieger, A.	0.5
05/23/2003	Telephone conference Michelle Dalsin, Rust Consulting re claims Register (.2); attended to memorandum from AC to M. Dalsin re claims documentation (.1); office conference AC re above (.1).	Krieger, A.	0.4
05/23/2003	Obtained claims for W.R Grace (2.9)	Peters, A.	2.9
05/27/2003	Various emails with M.Dalsin from Rust Consulting re access to image repository.	Caskadon, A.	0.2

DATE	DESCRIPTION	NAME	HOURS
05/29/2003	Memo to AC re claims docket from Rust Consulting (.1); office conference AC re same (.2).	Krieger, A.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	1.3	\$ 180	\$ 234.00
Krieger, Arlene	1.8	495	891.00
Peters, Angelina	2.9	85	246.50
Serrette, Rosemarie	0.1	180	18.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,389.50	

TOTAL FOR THIS MATTER	\$ 1,389.50
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RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
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DATE	DESCRIPTION	NAME	HOURS
05/01/2003	Exchanged telephone conferences S. Cunningham re Committee memorandum on EPA claims (.1); exchanged memorandum with S. Cunningham re EPA claims (.1); exchanged memoranda with T. Maher re substance of conversation with DK Acquisition regarding committee appointment(.2). continue preparation of Committee memorandum re Fresenius settlement motion (1.0).	Krieger, A.	1.4
05/02/2003	Telephone conference T. Maher re committee position on DK Acquisition membership (.2)	Krieger, A.	0.2
05/05/2003	Memorandum to LK re Committee memo on USA claims and ex-officio status request (.1); exchanged memoranda with L. Hamilton re revised summary of USA claims (.2); memo to LK re DK Acquisition motion and position re appointment to the Committee (.1); memo to the Committee re EPA claims (.5); prepared draft memo to the Committee re 5/7/03 meeting (.7); memo to LK re 5/7/03 meeting (.1).	Krieger, A.	1.7
05/06/2003	Memo from J. Anderson re USA membership on the committee (.1); telephone conference KP re Jerry Ellington call (.2); telephone conference J. Ellington re Committee's consideration of ex-officio status for the Committee (.1); telephone conference G. Hellerman re ex-officio status (.1); memorandum to the Committee re 5/7/03 asbestos and legislation meeting (.3); preparation of memorandum to the Committee re Fresenius settlement agreement (2.8); memo from M. Chehi re ex-officio status of USA and pre-conditions thereto (.2); memo to LK re response to concerns/inquiries raised by Committee member to ex-officio status (.3).	Krieger, A.	4.1

DATE	DESCRIPTION	NAME	HOURS
05/07/2003	Exchanged memoranda with T. Maher re 5/8/03 Committee conference call (.1); exchanged memoranda with LK re conference call (.1); attended to memorandum to the Committee re asbestos reform legislation meeting and conference call to discuss (.3); memorandum to M. Chehi and Committee re responding to M. Chehi inquiry relating to DOJ's request for ex-officio status (.6); exchanged further memoranda with M. Chehi re DOJ's execution of a joint interest agreement (.2); memoranda from Committee member re 5/8/03 conference call (.1); exchanged memoranda with members of the Committee re ex-officio status for DOJ (.2); exchanged memoranda with KP re joint interest agreement for the DOJ (.2).	Krieger, A.	1.8
05/07/2003	Set up conference call at request of A. Krieger for May 8.	Magzamen, M.	0.5
05/08/2003	Review notes for Committee conference call (.4); memoranda for the Committee re documentation re asbestos legislation discussions and call to discuss (.5); office conference M. Greenberg re asbestos legislation and proposed tax treatment thereof (.2); exchanged memoranda with M. Chehi re position re EPA's ex-officio status on the Committee (.2); conference call meeting of the Committee re asbestos legislation meeting (.4); follow-up telephone conference L. Chambers (.1); follow up office conference LK, KP re asbestos legislation, avoidance action motion and argument to the Court (.3); memorandum to the Committee re Fuller-Austin decision (.2); exchange memoranda with M. Chehi re Sealed Air position on Department of Justice (.2); memoranda to KP, LK re Committee's position on ex-officio status for the DOJ and preparation of appropriate agreements to be executed (.2).	Krieger, A.	2.7
05/08/2003	Conference call with Creditors' Committee (.5).	Pasquale, K.	0.5
05/09/2003	Exchanged memoranda with KP re advice to Ellington regarding ex-officio status of the Committee (.1); telephone conference J. Ellington re ex-officio status on the Committee	Krieger, A.	0.2

DATE	DESCRIPTION	NAME	HOURS
	(.1).		
05/12/2003	Telephone conferences M. Friedman re Committee position on DK's trading motion and appointment to the Committee and MF's view thereof (.2); memo to LK, KP re M. Friedman conversation (.3); exchanged memoranda with R. Brandes re preparation of memorandum on Fresenius agreement(.2); memoranda from R. Brandes re Committee memoranda on Fresenius agreement (.1).	Krieger, A.	0.8
05/13/2003	Exchanged memos with LK re Committee advice regarding position on ex-officio status for DOJ (.1); telephone conference W. Katchen re argument before the Court on Committee's motion to toll avoidance action deadline (.4); office conference M. Sasson re DOJ's ex-officio status for the Department of Justice, position on DK Acquisition's motion (.6); memo to the Committee re memoranda from Steven Case re asbestos reform legislation and support therefore (.4); prepare memorandum to the Committee re Debtors motion to retain Deloitte & Touche nunc pro tunc pursuant to section 328(a) of the Code (1.5).	Krieger, A.	3.0
05/13/2003	T/c A. Krieger re: joint interest agreement (.2); review corr. re: same (.3); draft joint interest agreement (1.5).	Sasson, M.	2.0
05/14/2003	Complete draft of memo to the Committee re Debtors' retention of Deloitte & Touche (1.3).	Krieger, A.	1.3
05/14/2003	Telephone call with T. Kempner and A. Yoseloff regarding DK joining the Committee and trading issues (.3); telephone call with T. Maher regarding same (.2).	Kruger, L.	0.5
05/15/2003	Finalize memorandum to the Committee re Deloitte retention (1.2); memo to LK re proposed memorandum to the Committee re Deloitte retention (.2); memo to T. Maher re proposed memorandum to the Committee (.1); office conference LK re 5/19/03 hearing and substance of conversation with DK Acquisition principals regarding trading motion, appointment to the Committee.	Krieger, A.	1.7

DATE	DESCRIPTION	NAME	HOURS
05/15/2003	Office conference with A. Krieger regarding proposed memo to Committee regarding debtor retentions (.2); and DK joining the Committee (.1).	Kruger, L.	0.3
05/16/2003	Memo to the Committee re advice regarding ex-officio status for the DOJ on the Committee (.2)	Krieger, A.	0.2
05/16/2003	Review of memo to the Committee regarding ex-officio status for DOJ (.4).	Kruger, L.	0.4
05/16/2003	Corr. A. Krieger, K. Pasquale re: joint interest agreement.	Sasson, M.	0.3
05/19/2003	Review revised draft of commonality of interest agreement (.2); review By-Laws (.1); exchanged memoranda with KP re same (.2).	Krieger, A.	0.5
05/19/2003	Revisions to joint interest agreement with EPA (.5)	Pasquale, K.	0.5
05/20/2003	Office conference KP re preparation of revised By-Laws and Joint Interest agreement to address ex-officio membership of the DOJ (.2); review revised Joint Interest Agreement (.2); prepare revised By-Laws (.6); telephone conference E. Ellington re preparation of By-Laws, Joint Interest Agreement (.2); exchanged memoranda with R. Brandes re Committee memorandum discussing Fresenius settlement agreement (.1); memo to the Committee re Hatch Bill (.1).	Krieger, A.	1.4
05/20/2003	Further revisions to joint interest agreement (.3); office conference A. Krieger re same (.2)	Pasquale, K.	0.5
05/21/2003	Exchanged memoranda with KP re revised By-Laws (.1); review tax consideration memo re Fresenius settlement motion (.2); office conference KP re tax memoranda (.2); memo to R. Brandes, M. Greenberg re: same (.8); revise draft memo to the Committee re Fresenius settlement agreement (2.8); exchanged additional memoranda with R. Brandes re settlement agreement (.9); attended to memo form M. Lyman and office conference LK re Hatch asbestos bill (.2); prepared memoranda to the Committee re further information	Krieger, A.	6.1

DATE	DESCRIPTION	NAME	HOURS
	relating to Hatch draft asbestos bill (.6); prepared further amended By-Laws (.2); memo to the Committee re proposed revised By-Laws (.1).		
05/22/2003	Attended to memo from KP re proposed revisions to the Committee memorandum on the Fresenius agreement (.1); revised memorandum to reflect KP comments (.1); memorandum to the Committee re proposed joint interest agreement (.2); memo to KP, LK re M. Chehi's comments to the By-laws (.1).	Krieger, A.	0.5
05/22/2003	Attention to by-laws and confidentiality issues re EPA (.5)	Pasquale, K.	0.5
05/23/2003	Review M. Chehi By-Law comments and memo to MC to discuss same (.3); exchanged memo with J. Ellington re proposed form of Joint Interest Agreement (.2); memo to the Committee re Hatch bill (.3).	Krieger, A.	0.8
05/27/2003	Prepare proposed amended By-Laws to address M. Chehi comments (.8); memo to LK, KP re same (.1).	Krieger, A.	0.9
05/29/2003	Memorandum to the Committee re Hatch Bill provisions (.6).	Krieger, A.	0.6
05/30/2003	Office conference LK re modified By-Laws; Cybergenics ruling and Committee's motion to toll the avoidance action deadline (.2).	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	30.1	\$ 495	\$ 14,899.50
Kruger, Lewis	1.2	725	870.00
Magzamen, Michael	0.5	180	90.00
Pasquale, Kenneth	2.0	550	1,100.00
Sasson, Moshe	2.3	445	1,023.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 17,983.00	

TOTAL FOR THIS MATTER

\$ 17,983.00

RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
05/05/2003	Begin draft of Stroock's 8th Quarterly.	Caskadon, A.	1.2
05/06/2003	Continue to draft Stroock's 8th quarterly (2.9); o/c A. Krieger re same (.1).	Caskadon, A.	3.0
05/06/2003	Office conference AC re preparation of SSL's Eighth Interim Fee Application (.1).	Krieger, A.	0.1
05/07/2003	Begin preliminary review of April bill/ revisions thereto.	Caskadon, A.	1.5
05/08/2003	Continue review of April fee detail and make changes to same.	Caskadon, A.	1.0
05/08/2003	Review time detail in connection with preparation of Eighth Quarterly Fee Application (2.1).	Krieger, A.	2.1
05/09/2003	Review fee detail for January, February, March 2003 in connection with preparing SSL's Eighth Quarterly fee application (2.7); exchanged memoranda with AC re status of CNO's filed for January, February and March 2003 monthly statements (.1).	Krieger, A.	2.8
05/12/2003	Review April bill.	Caskadon, A.	0.8
05/12/2003	Complete review of time detail in connection with preparing SSL's Eighth Quarterly Fee Application and began to prepare fee application.	Krieger, A.	7.2
05/13/2003	O/c A.Krieger re 8th quarterly fee app expenses(.4); o/c D.Azrilen re same(.5); o/c S.Wexler re same (.5); review docket in preparation for 8th quarterly for CNO's filed and for proposed order/ fee auditor's final report for 7th quarterly fee app (.6).	Caskadon, A.	2.0
05/13/2003	Complete preparation of draft of eighth	Krieger, A.	4.5

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DATE	DESCRIPTION	NAME	HOURS
	quarterly fee application (4.1); office conferences A. Caskadon re back-up documentation for expenses (.4);		
05/14/2003	Review and revise SSL Eighth Quarterly fee application (1.0).	Krieger, A.	1.0
05/15/2003	Preparation of Stroock's 8th quarterly fee application: revise draft (2.0); check fees and expenses per old fee applications (1.5); multiple emails/ t/c with S.Caban re same(.6); o/c and emails with C.Mariano re duplicating charges(.6); t/c with Deracom re teleconference charges(.3); o/c A. Krieger re same (.2).	Caskadon, A.	5.2
05/15/2003	Continue to review and revise SSL 8th Quarterly fee application (2.7); office conference AC re expense detail (.2).	Krieger, A.	2.9
05/16/2003	Prepare 8th Quarterly: research expenses: Westlaw/Lexis, Teleconf. charges, duplicating charges (2.0); emails with S.Caban re: filing of fee application (.2); o/c with A.Krieger re expense charges (.3); o/c with D.Azrilen re same (.6); email with M.Sasson re duplicating charges (.1).	Caskadon, A.	3.2
05/16/2003	Office conference AC re Eighth Quarterly fee application and expense inquiry (.3); memoranda form M. Sasson re expenses incurred (.1).	Krieger, A.	0.4
05/19/2003	Exchanged memoranda with AC re finalization of fee 8th Quarterly application (.1); review footnote for fee application (.1); exchanged memo with M. Sasson re expenses inquiry (.1).	Krieger, A.	0.3
05/19/2003	Corr. re: A. Caskadon, A. Krieger, C. Mariano re: document production (.2); review April 2002 time (.1).	Sasson, M.	0.3
05/20/2003	O/c D.Azrilen re discrepancy in billing rate for 8th quarterly; final revision and preparation for service and filing of 8th quarterly (1.8); service of same (.7).	Caskadon, A.	2.9
05/20/2003	Exchanged memoranda with M. Sasson re expense charge during compensation period (.1); exchanged memoranda with AC re above	Krieger, A.	0.4

DATE	DESCRIPTION	NAME	HOURS
	(.1); office conference AC re finalization of fee application (.1); memo from C. Mariano re expenses (.1).		
05/23/2003	Review April 2003 fee detail (1.1).	Krieger, A.	1.1
05/27/2003	Various emails with D.Azrilen and A.Krieger re January payments received from Grace.	Caskadon, A.	0.3
05/27/2003	Memo to AC re April fee statement (.1); office conference AC re above (.1).	Krieger, A.	0.2
05/28/2003	Corr. re: April time entries (.1); edit same (.1).	Sasson, M.	0.2
05/30/2003	Prepare April fee statement for service.	Caskadon, A.	3.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	24.3	\$ 180	\$ 4,374.00
Krieger, Arlene	23.0	495	11,385.00
Sasson, Moshe	0.5	445	222.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 15,981.50
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TOTAL FOR THIS MATTER	\$ 15,981.50
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RE	Fee Application, Others 699843 0020
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DATE	DESCRIPTION	NAME	HOURS
05/06/2003	Prepare notice, cert. service, and serve FTI's March fee statement.	Caskadon, A.	2.0
05/15/2003	Preparation for service and filing and service of FTI Policano & Manzo's 8th quarterly fee application.	Caskadon, A.	2.5
05/30/2003	Preparation for service of FTI Policano & Manzo's April fee statement.	Caskadon, A.	3.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	7.7	\$ 180	\$ 1,386.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,386.00	

TOTAL FOR THIS MATTER	\$ 1,386.00
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RE	Expenses 699843 0024
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 0.00
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MATTER DISBURSEMENT SUMMARY	
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Outside Messenger Service	\$ 52.59
Meals	29.08
Local Transportation	123.37
Long Distance Telephone	85.42
Duplicating Costs-in House	198.20
Postage	1.11
Process Service & Calendar Watch	28.98
Westlaw	161.09
Word Processing - Logit	12.00

TOTAL DISBURSEMENTS/CHARGES	\$ 691.84
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TOTAL FOR THIS MATTER	\$ 691.84
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RE	Litigation and Litigation Consulting 699843 0034
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DATE	DESCRIPTION	NAME	HOURS
05/01/2003	Correspondence from J. Hughes (counsel for Dow Chemical) re request for Avoidance Action memorandum and exhibits (.1); exchanged memorandum with M. Lastowski re Hughes correspondence (.2); memorandum to KP, LK re same and the Committee's response (.1); memo to J. Baer, C. Lane re Hughes' request and Debtors' view on discovery of documentation (.1); exchanged memoranda with C. Lane re Debtors opposition to motion, memorandum already provided to Hughes (.1); telephone conference C. Lane re related substance of conversation with Hughes and documentation provided (.3); memorandum to KP, ML re advice from C. Lane (.3); exchanged further memorandum with KP re response to Hughes (.1); prepared correspondence to J. Hughes (1.3); exchanged memoranda with KP re form of letter (.2).	Krieger, A.	2.8
05/02/2003	Review, revise memorandum re Fresenius settlement (1.1).	Krieger, A.	1.1
05/05/2003	Attended to review of Debtors' opposition to Committee motion to toll avoidance action deadline (.4).	Krieger, A.	0.4
05/05/2003	Review memoranda re Fresenius transaction and motion approving Fresenius settlement agreement (2.3).	Krieger, A.	2.3
05/06/2003	Exchanged memoranda with LK re 5/19/03 hearing (.1).	Krieger, A.	0.1
05/07/2003	Review Debtors' objection to committee motion toll avoidance action deadline (.3); and review of equitable tolling and other decisions (2.3).	Krieger, A.	2.6
05/07/2003	Exchanged memoranda with R. Brandes re	Krieger, A.	0.2

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DATE	DESCRIPTION	NAME	HOURS
	Fresenius settlement questions (.1); exchanged memoranda with J. Baer re discussions between Grace and Sealed Air over agreement (.1).		
05/09/2003	Attended to and exchanged memoranda with R. Brandes, M. Greenberg re Fresenius settlement and rational for certain provisions thereon (1.0); office conference MG re same and remaining questions (.4)	Krieger, A.	1.4
05/12/2003	T/C w/ A.Krieger re assignment (.4); research recoupment issues (1.2); prepare memo to A.Krieger/L.Kruger re same (.4).	James, M.	3.0
05/12/2003	Office conference LK re 5/19/03 hearing on Avoidance Action Tolling Motion (.1); exchanged memoranda with M. Lastowski re objection to Committee's motion (.1).	Krieger, A.	0.2
05/14/2003	T/c and meeting w/ A. Krieger re: assignment (.2); read motion to extend deadline & the responses (.3); review cases from LEXIS (1.0).	James, M.	1.5
05/14/2003	Exchanged memoranda with LK re avoidance action motion (.3); office conference M. James re Committee's motion to extend section 546 deadline and case law review and arguments to be developed (.8); reviewed opposition filed by Dow Chemical and other parties (.6); office conference RS re Owens-Corning transcript for avoidance action argument (.1).	Krieger, A.	1.8
05/15/2003	T/C w/ A.Krieger re assignment (.3); Rsch statute of limitations, and equitable tolling issues (3.5); prepare memo to A.Krieger/L.Kruger re same (5.0).	James, M.	8.8
05/15/2003	Review FTI memorandum re avoidance actions (.3); relevant case law (1.1).	Krieger, A.	1.4
05/16/2003	T/C w/ A.Krieger re assignment (.4); research statute of limitations, and equitable tolling issues (7.0); prepare/edit memo to A.Krieger/L.Kruger re same (7.2).	James, M.	14.6
05/16/2003	Office conference M. James re United Insurance, Pugh case, and McGilrock (.5); telephone conference W. Katchen re tolling of	Krieger, A.	4.4

DATE	DESCRIPTION	NAME	HOURS
	section 546(a) (.6); telephone conference L. Hamilton re Avoidance Action analysis (.2); office conferences LK re tolling of section 546(a)(.2); review case law (2.9).		
05/16/2003	Office conference with A. Krieger regarding tolling section of 546(a) (.2); telephone call with W. Katchen regarding tolling issue and Section 546(a) (.2); office conference with A. Krieger regarding Pugh case and avoidance action analysis (.2).	Kruger, L.	0.2
05/16/2003	Telephone call with W. Katchen regarding tolling issue and Section 546(a) (.2); office conference with A. Krieger regarding Pugh case and avoidance action analysis (.2).	Kruger, L.	0.4
05/17/2003	Research equitable tolling issues (2.0); prepare memo to A.Krieger/L.Kruger re same (2.0).	James, M.	4.0
05/18/2003	Respond/Prepare answers to A. Krieger re: memo of statute of limitations and equitable tolling issues.	James, M.	2.0
05/19/2003	Research recoupment issue (4.0), prepared e-mail memo to L.Kruger/A.Krieger re: same (1.3).	James, M.	5.3
05/19/2003	Completed review of case law in support of Committee's motion to toll the statute of limitations for avoidance actions (3.2); exchanged e-mails and telephone conferences M. James re same (.4); exchanged memoranda with LK re case law and hearing (.3); telephone conferences LK re hearing results (.1); office conferences M. James re hearing results and case law reflecting discretionary tolling (.5); review Global Link case and memo to LK re same (.6); further exchange of e-mails with M. James re case law responsive to Court hearing (.2).	Krieger, A.	5.2
05/20/2003	Office conference KP re status of Sealed Air, Fresenius settlement agreements (.1); exchanged memoranda with J. Baer re meeting between representatives of Sealed Air and Grace (.2).	Krieger, A.	0.3
05/20/2003	Telephone conference M. Lastowski re 5/19/03	Krieger, A.	0.5

DATE	DESCRIPTION	NAME	HOURS
	hearing and Court's ruling on Committee's motion (.3); office conference KP re Global Link case (.1); exchanged memoranda with KP re Global Link (.1).		
05/21/2003	Office conferences KP re Fresenius settlement motion and certificate of no objection filed in connection therewith, and advice from judge Wolin's chambers re same (.3); telephone conferences M. Lastowski re certificate of no objection and inquiry thereon (.2); exchanged memoranda with MG re basis for settlement (.4); meeting with MG, RB re Fresenius Agreement (.4).	Krieger, A.	1.3
05/21/2003	Attention to Fresenias settlement motion issues (.6); telephone conferences W. Katchen and court re same (.4)	Pasquale, K.	1.0
05/22/2003	Exchanged memoranda with M. Greenberg, R. Brandes re outstanding issues in respect of Fresenius settlement (.5).	Krieger, A.	0.5
05/22/2003	Attention and revisions to draft memo to Committee re Fresenius settlement (.5)	Pasquale, K.	0.5
05/23/2003	Attended to memorandum exchanged between KP and B. Wolff re Sealed Air settlement agreement (.1); exchanged memorandum with KP re same (.1).	Krieger, A.	0.2
05/23/2003	Attention to latest revised draft of Sealed Air settlement agreement (1.0); e-mail B. Wolf re same (.1)	Pasquale, K.	1.1
05/27/2003	Exchanged memorandum with AC re transcript from hearing before Judge Fitzgerald on Committee's tolling motion (.2).	Krieger, A.	0.2
05/27/2003	Attended to review of revised Sealed Air settlement agreement.	Krieger, A.	0.6
05/28/2003	Review Grace schedule of estimated tax liabilities (.1); exchanged memoranda with M. Greenberg, R. Brandes re 5/28/03 conference call with Grace (.1); office conference M. Greenberg re 5/28/03 call with E. Fallon (.1); extended conference call with M. Greenberg, E. Fallon, J. Gibbs re Fresenius settlement	Krieger, A.	1.5

DATE	DESCRIPTION	NAME	HOURS
	agreement (1.0); follow up office conference M.Greenberg re tax basis for settlement (.2).		
05/29/2003	Telephone conference H. Wasserstein re settlement (.2); e-mails to L. Kruger, A. Krieger re same (.2); attention to Cybergenics decision en banc (1.0)	Pasquale, K.	1.4
05/29/2003	Review Cybergenics decision (.9); corr. re: same (.1).	Sasson, M.	1.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
James, Melissa K.	39.2	\$ 160	\$ 6,272.00
Krieger, Arlene	29.0	495	14,355.00
Kruger, Lewis	0.6	725	435.00
Pasquale, Kenneth	4.0	550	2,200.00
Sasson, Moshe	1.0	445	445.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 23,707.00
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TOTAL FOR THIS MATTER	\$ 23,707.00
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RE	Hearings 699843 0037
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DATE	DESCRIPTION	NAME	HOURS
05/15/2003	Review transcript from OC hearing and other case law in preparation for 5/19/93 avoidance action motion hearing (2.5); prepare memorandum to LK re J. Fitzgerald hearing (.8); office conference M. James re status of review of case law (.6).	Krieger, A.	3.9
05/15/2003	Review memo preparing for hearing before Judge Fitzgerald on 546(a) issues (.3).	Kruger, L.	0.3
05/16/2003	Prepared materials for LK re 5/19/03 hearing (.8); review, revise memorandum to LK re Owens Corning hearing on section 546(a) related issues before Judge Fitzgerald (.4).	Krieger, A.	1.2
05/17/2003	Review M. James memo and case law in connection with preparing for 5/19/03 hearing on Committee's motion.	Krieger, A.	2.4
05/18/2003	Completed review of section 546(a) case law; whether extendable or jurisdictional and MJ memo on same (2.6); exchanged numerous memoranda with M. James re follow-up case law questions (1.1); review of case law re equitable tolling, other issues (2.1).	Krieger, A.	5.8
05/19/2003	Preparation for court hearing on extension of statute of limitations on avoidance actions (1.9); in court before Judge Fitzgerald at oral argument on motion to extend statute on avoidance actions (2.0).	Kruger, L.	3.9

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	13.3	\$ 495	\$ 6,583.50
Kruger, Lewis	4.2	725	3,045.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 9,628.50
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TOTAL FOR THIS MATTER	\$ 9,628.50
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RE	Employment Applications - Others 699843 0040
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DATE	DESCRIPTION	NAME	HOURS
05/02/2003	Began to review Debtors' application to employ Deloitte as Customs Services providers, and other advisory nunc pro tunc to February 4, 2003 (1.7).	Krieger, A.	1.7
05/03/2003	Complete review of Deloitte retention application with exhibits.	Krieger, A.	1.6
05/05/2003	Review of motion and exhibit to retain Deloitte.	Krieger, A.	1.1
05/06/2003	Complete review of Deloitte retention motion (.3); memo to C. Lane re questions re Deloitte motion (.6).	Krieger, A.	0.9
05/09/2003	Exchanged memo with C. Lane re D&T retention application -- extension of time to respond, responses to outstanding questions (.2).	Krieger, A.	0.2
05/13/2003	Exchanged memoranda with C. Lane re modification of order retaining Deloitte (.2).	Krieger, A.	0.2
05/14/2003	Exchanged memoranda with Chris Lane re agreement to add "reasonableness" language to the order, other order modifications (.5).	Krieger, A.	0.5
05/15/2003	Reviewed proposed modified order re retention of Deloitte (.1); memo to C. Lane re proposed changes to modified order (.1)	Krieger, A.	0.2
05/16/2003	Telephone conference S. Cunningham re Deloitte & Touche retention (.1); exchanged memoranda with C. Lane re modified order retaining Deloitte (.2); reviewed modified order and prepared comments thereon (.2); telephone conferences C. Lane re Deloitte retention provisions (.1).	Krieger, A.	0.6
05/20/2003	Review proposed order retaining Deloitte & Stroock & Stroock & Lavan LLP	Krieger, A.	0.2

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DATE	DESCRIPTION	NAME	HOURS
	Touche (.1); exchanged e-mails with C. Lane re Deloitte & Touche order, Trustee's position (.1).		

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	7.2	\$ 495	\$ 3,564.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 3,564.00	
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TOTAL FOR THIS MATTER		\$ 3,564.00	
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RE	Relief from Stay Proceedings 699843 0041
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DATE	DESCRIPTION	NAME	HOURS
05/02/2003	Attended to Rodriguez/Nieves motion for stay relief (.1); memo to C. Lane re Debtors' response to the motion (.1).	Krieger, A.	0.2
05/05/2003	Attended to amended lift stay motion of Rodriguez and Nieves (.1).	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.3	\$ 495	\$ 148.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 148.50	

TOTAL FOR THIS MATTER	\$ 148.50
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RE	Tax Issues 699843 0047
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DATE	DESCRIPTION	NAME	HOURS
05/01/2003	Wrote memo on pros and cons regarding the Fresenius Settlement (1.2).	Brandes, R.	1.2
05/07/2003	Revisions to memo discussing pros and cons of Fresenius Settlement Agreement (2.9); email updates to A. Krieger and M. Greenberg (0.3).	Brandes, R.	3.2
05/08/2003	Revisions to memo (1.0); discussions with Mayer Greenberg and Arlene Krieger (1.3); additional research (0.8).	Brandes, R.	3.1
05/08/2003	Meeting with Krieger and Brandes and analysis re Fresenius settlement issues (.9); review e-mails re same (.6).	Greenberg, M.	1.5
05/09/2003	Phone call to Elyse Fallon (Grace Counsel) (0.8); email write up and answered additional questions to M. Greenberg, A. Krieger and M. Levy (2.3).	Brandes, R.	3.1
05/09/2003	Emails and conference with R Brandes re issues relating to Fresenius settlement.	Greenberg, M.	1.5
05/12/2003	Reviewed Fresenius Settlement Agreement (1.9).	Brandes, R.	1.9
05/12/2003	E-mails with A Krieger and R Brandes and discussions re Fresenius settlement issues.	Greenberg, M.	0.3
05/12/2003	Fresenius settlement - e-mails from Brandes and Greenberg re settlement (.2).	Levy, M.	0.2
05/13/2003	Research on COLI issues (0.8); reviewed research about tax priority claims in bankruptcy (1.9); revised memo (1.1).	Brandes, R.	3.8
05/14/2003	Reviewed Fresenius Settlement Agreement to	Brandes, R.	2.6

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DATE	DESCRIPTION	NAME	HOURS
	evaluate advantages for Creditors' Committee (2.6).		
05/19/2003	Reviewed Fresenius settlement agreement to evaluate benefits and burdens to Creditors Committee (3.7).	Brandes, R.	3.7
05/20/2003	Continued to review Fresenius settlement agreement and made revisions to memo (5.9).	Brandes, R.	5.9
05/20/2003	Emails and analysis re Brandes memo on Fresenius settlement (.9); discussion with RB re same (.2).	Greenberg, M.	1.1
05/21/2003	Reviewed Fresenius settlement agreement (3.2); meeting with Mayer Greenberg and Arlene Krieger to review settlement agreement (2.9).	Brandes, R.	6.1
05/21/2003	E-mails and conference with Krieger and Brandes (.8), review memo insert re tax issues and comments re same (.9) and analysis re impact of settlement (.8).	Greenberg, M.	2.5
05/22/2003	Prepared for conference call (0.9); research on tax sharing agreement and company's liabilities (2.0).	Brandes, R.	2.9
05/22/2003	Discussion with RB and analysis re schedule of Grace 93-96 tax items.	Greenberg, M.	1.8
05/23/2003	Analysis and d/w Brandes re chart and Fresenius settlement benefit.	Greenberg, M.	0.7
05/28/2003	Conference call with M. Greenberg, A. Krieger, Elyse Fallon and Joe Gibbs (Grace Counsel) (1.6).	Brandes, R.	1.6
05/28/2003	Review chart and call with Fallon of Grace and R Brandes; analysis re new information.	Greenberg, M.	2.2
05/29/2003	Reviewed chart and notes from conference call with Elyse Fallon to make determination about Fresenius settlement agreement (2.1).	Brandes, R.	2.1
05/29/2003	Analysis of updated information from Fallon	Greenberg, M.	0.4

DATE	DESCRIPTION	NAME	HOURS
	call.		
05/30/2003	Reviewed chart from Elyse Fallon (0.6); meeting to discuss conclusions with M. Greenberg (0.8).	Brandes, R.	1.4
05/30/2003	Conference with Brandes re updated numbers.	Greenberg, M.	1.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Brandes, Ronnie H.	42.6	\$ 295	\$ 12,567.00
Greenberg, Mayer	13.1	550	7,205.00
Levy, Mark	0.2	670	134.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 19,906.00	
TOTAL FOR THIS MATTER		\$ 19,906.00	
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 111,990.50	
TOTAL DISBURSEMENTS/CHARGES		\$ 691.84	
TOTAL BILL		\$ 112,682.34	

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

WR GRACE & CO DISBURSEMENT SUMMARY MAY 1, 2003 - MAY 31, 2003	
Outside Messenger Service	\$ 52.59
Meals	29.08
Local Transportation	123.37
Long Distance Telephone	85.42
Duplicating Costs-in House	198.20
Postage	1.11
Process Service & Calendar Watch	28.98
Westlaw	161.09
Word Processing - Logit	12.00
Total	\$691.84

STROOCK

CLIENT	W R Grace & Co
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	Columbia, MD 21044-4098

FOR EXPENSES INCURRED for the period from May 1, 2003 through May 31, 2003,
including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
05/31/2003	FedEx Log 05/06/03 A.CASKADON TO F.PERCH	9.71
05/31/2003	FedEx Log 05/06/03 A.CASKADON TO S.CABAN	9.71
05/31/2003	FedEx Log 05/06/03 A.CASKADON TO D.SIEGAL	9.71
05/31/2003	FedEx Log 05/06/03 A.CASKADON TO W.SMITH	11.68
05/31/2003	FedEx Log 05/15/03 L.GOMEZ TO D.SIEGAL	11.78
Outside Messenger Service Total		52.59
Meals		
05/16/2003	VENDOR: Seamless Web; INVOICE#: 22478; DATE: 05/20/03 - Cove Bistro;	29.08
Meals Total		29.08
Local Transportation		
05/12/2003	NYC Two Ways Inc. BRANDES 04/23/03 21:20 M from 180 MAIDEN to 60 W 23 S	19.71
05/20/2003	NYC Two Ways Inc. KRIEGER 04/28/03 21:08 M from 180 MAIDEN to 10 EAST E	24.60
05/28/2003	VENDOR: Petty Cash; INVOICE#: 05/22/03; DATE: 5/28/2003 - 05/16/03 NY PETTY CASH M.JAMES	17.00

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05/31/2003	NYC Two Ways Inc. CASKADON 05/15/03 20:13 M from 180 MAIDEN to E 20 ST	17.75
05/31/2003	NYC Two Ways Inc. KRIEGER 05/12/03 21:10 M from 180 MAIDEN to E 80 ST	24.60
05/31/2003	NYC Two Ways Inc. BRANDES 05/20/03 21:02 M from 180 MAIDEN to 60 W 23 S	19.71

Local Transportation Total**123.37****Long Distance Telephone**

05/01/2003	EXTN.3544, TEL.201-556-4040, S.T.09:49, DUR.01:06	0.78
05/02/2003	EXTN.3544, TEL.202-454-6606, S.T.14:23, DUR.00:30	0.39
05/02/2003	EXTN.5544, TEL.201-556-4040, S.T.09:53, DUR.00:18	0.39
05/02/2003	EXTN.5544, TEL.202-454-6606, S.T.11:10, DUR.00:30	0.39
05/02/2003	EXTN.5544, TEL.201-352-0451, S.T.13:08, DUR.19:24	7.76
05/02/2003	EXTN.5544, TEL.202-454-6606, S.T.13:50, DUR.00:24	0.39
05/05/2003	EXTN.6495, TEL.612-359-2003, S.T.17:11, DUR.00:12	0.39
05/05/2003	EXTN.6495, TEL.507-333-4396, S.T.17:14, DUR.00:42	0.39
05/05/2003	EXTN.6495, TEL.612-359-2003, S.T.17:14, DUR.00:12	0.39
05/05/2003	EXTN.5544, TEL.201-556-4040, S.T.12:14, DUR.01:12	0.78
05/05/2003	EXTN.5544, TEL.201-556-4021, S.T.12:33, DUR.00:54	0.39
05/05/2003	EXTN.5544, TEL.201-556-4040, S.T.14:23, DUR.01:12	0.78
05/06/2003	EXTN.3544, TEL.303-312-7321, S.T.11:09, DUR.03:00	1.16
05/06/2003	EXTN.5544, TEL.301-596-0053, S.T.11:13, DUR.02:36	1.16
05/06/2003	EXTN.6495, TEL.612-359-2003, S.T.10:33, DUR.00:12	0.39
05/07/2003	EXTN.5544, TEL.302-573-6491, S.T.15:23, DUR.00:42	0.39
05/08/2003	EXTN.5492, TEL.954-583-0773, S.T.18:53, DUR.00:42	0.39
05/09/2003	EXTN.3544, TEL.303-312-7321, S.T.13:22, DUR.00:42	0.39

05/09/2003	EXTN.5544, TEL.303-312-7321, S.T.14:13, DUR.03:00	1.16
05/09/2003	EXTN.5544, TEL.201-352-0451, S.T.17:45, DUR.14:00	5.43
05/09/2003	EXTN.5744, TEL.561-362-1302, S.T.15:23, DUR.15:12	6.21
05/09/2003	EXTN.6495, TEL.302-657-4900, S.T.16:19, DUR.01:36	0.78
05/12/2003	EXTN.6495, TEL.202-371-9770, S.T.12:05, DUR.00:30	0.39
05/12/2003	EXTN.6495, TEL.202-371-9770, S.T.12:07, DUR.00:54	0.39
05/12/2003	EXTN.6495, TEL.410-531-4000, S.T.15:09, DUR.00:48	0.39
05/13/2003	EXTN.5744, TEL.561-362-1302, S.T.12:30, DUR.06:18	2.72
05/14/2003	EXTN.5010, TEL.215-353-6374, S.T.10:54, DUR.04:36	1.94
05/15/2003	EXTN.5431, TEL.302-573-6491, S.T.16:48, DUR.01:30	0.78
05/16/2003	EXTN.3544, TEL.201-556-4021, S.T.11:02, DUR.10:00	3.88
05/16/2003	EXTN.5431, TEL.202-371-9770, S.T.12:25, DUR.00:12	0.39
05/16/2003	EXTN.5431, TEL.202-973-2400, S.T.12:26, DUR.01:18	0.78
05/16/2003	EXTN.5544, TEL.201-556-4040, S.T.11:43, DUR.02:06	1.16
05/16/2003	EXTN.5760, TEL.302-657-4900, S.T.14:19, DUR.01:12	0.78
05/16/2003	EXTN.6495, TEL.302-657-4924, S.T.10:54, DUR.03:30	1.55
05/19/2003	EXTN.5760, TEL.302-657-4955, S.T.09:56, DUR.00:54	0.39
05/20/2003	EXTN.5544, TEL.302-657-4942, S.T.09:57, DUR.00:24	0.39
05/20/2003	EXTN.5544, TEL.610-733-3922, S.T.14:56, DUR.08:12	3.49
05/20/2003	EXTN.5544, TEL.312-583-5748, S.T.15:06, DUR.00:24	0.39
05/21/2003	EXTN.5544, TEL.302-657-4942, S.T.12:02, DUR.07:48	3.10
05/21/2003	EXTN.5562, TEL.973-424-2031, S.T.10:35, DUR.03:00	1.16
05/21/2003	EXTN.5562, TEL.973-424-2000, S.T.11:27, DUR.06:00	2.33
05/21/2003	EXTN.5744, TEL.561-362-1302, S.T.13:26, DUR.00:30	0.39
05/21/2003	EXTN.5744, TEL.561-362-1302, S.T.15:21, DUR.01:00	0.39

05/21/2003	EXTN.5544, TEL.302-657-4942, S.T.10:08, DUR.01:42	0.78
05/21/2003	EXTN.5501, TEL.561-362-1302, S.T.18:46, DUR.01:24	0.78
05/23/2003	EXTN.6495, TEL.507-333-4396, S.T.16:15, DUR.00:12	0.39
05/28/2003	EXTN.6286, TEL.225-383-8961, S.T.15:34, DUR.59:54	23.28
05/29/2003	EXTN.5562, TEL.513-357-9604, S.T.16:48, DUR.00:54	0.39
05/30/2003	EXTN.6495, TEL.551-486-5209, S.T.14:01, DUR.04:30	1.94

Long Distance Telephone Total	85.42
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Duplicating Costs-in House

05/02/2003	1.20
05/02/2003	0.60
05/02/2003	0.70
05/05/2003	1.50
05/06/2003	2.80
05/06/2003	11.20
05/06/2003	13.70
05/06/2003	3.50
05/08/2003	0.40
05/09/2003	1.00
05/12/2003	1.10
05/14/2003	6.00
05/15/2003	1.40
05/15/2003	0.30
05/15/2003	44.00
05/15/2003	3.90
05/16/2003	4.40

05/16/2003	0.90
05/16/2003	3.30
05/16/2003	0.90
05/16/2003	5.40
05/16/2003	0.90
05/16/2003	2.50
05/19/2003	4.30
05/19/2003	0.60
05/20/2003	35.50
05/20/2003	19.00
05/20/2003	25.40
05/21/2003	1.80

Duplicating Costs-in House Total **198.20**

Postage
 05/07/2003 Postage Charged by on 05/02/2003 1.11

Postage Total **1.11**

Process Service & Calendar Watch
 05/05/2003 VENDOR: Pacer Service Center; INVOICE#: 030103; DATE: 28.98
 3/1/2003 - Billing period 03/01/03- 03/31/03

Process Service & Calendar Watch Total **28.98**

Westlaw
 05/02/2003 ; Duration 0:04:40; By KRIEGER ARLENE G 40.01
 05/07/2003 ; Duration 0:13:38; By KRIEGER ARLENE G 121.08

Westlaw Total **161.09**

Word Processing - Logit
 05/19/2003 5/13/03 12.00

STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI
 180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM
 SSL-DOCS1 1354122v1

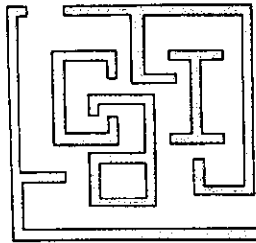
Word Processing - Logit Total**12.00**

BILL DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 52.59
Meals	29.08
Local Transportation	123.37
Long Distance Telephone	85.42
Duplicating Costs-in House	198.20
Postage	1.11
Process Service & Calendar Watch	28.98
Westlaw	161.09
Word Processing - Logit	12.00

TOTAL DISBURSEMENTS/CHARGES	\$ 691.84
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Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
 Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.



Chambers Associates Incorporated

A Subsidiary of Navigant Consulting

805 15th Street, N.W.
 Suite 500
 Washington, D.C. 20005
 (202) 371-9770
 FAX (202) 371-6601

May 20, 2003

Stroock, Stroock & Lavan, LLP
 180 Maiden Lane
 New York, New York 10038

Attention: Kenneth Pasquale

*For Services Rendered For
 W. R. Grace Creditor's Committee - April 2003*

Professional Fees:

LC	5.60 hrs. @ \$510	\$2,856.00
MA	2.10 hrs. @ \$280	588.00
MSL	1.50 hrs. @ \$250	375.00
GA	.10 hrs. @ \$115	<u>11.50</u>

Total Professional Fees \$3,830.50

Support Services:

None

Expenses:

None

Total Amount Due for April Services and Expenses \$3,830.50

Outstanding Invoices:

September 28, 2002	\$5,046.70
October 30, 2002	771.50
November 28, 2002	1,780.75
March 24, 2003	1,077.80
April 28, 2003	<u>2,043.00</u>

Total Amount Due for April Services, Expenses and Outstanding Invoices \$14,550.25

Timekeeper	Work Date	Hours	Narrative
LYMAN, MARY	4/07/2003	0.70	Memo on asbestos legislation
LYMAN, MARY	4/08/2003	0.30	Memo on asbestos legislation
CHAMBERS, LETITIA	4/09/2003	1.20	Research on legislation
LYMAN, MARY	4/10/2003	0.40	Memo on asbestos legislation
ANDERSON, GILLIAN	4/11/2003	0.10	Retrieval of Dooley Bill
LYMAN, MARY	4/14/2003	0.10	Edits to memo re: asbestos legislation
CHAMBERS, LETITIA	4/22/2003	1.70	Check on status of legislative efforts in House and Senate and finalize memo to clients; share with other bankruptcy clients.
ATLAS, MARK	4/23/2003	0.60	Conferences with staff re: past research on Grace asbestos property damage claims
ATLAS, MARK	4/23/2003	0.30	Reviewed status report submitted to court by debtors
CHAMBERS, LETITIA	4/24/2003	1.20	Finalize and send legislative memorandum (Pro Rata Charge)
ATLAS, MARK	4/25/2003	0.20	Reviewed Stroock memorandum to creditors committee on matters before the court
ATLAS, MARK	4/28/2003	0.20	Reviewed prior memorandum on environmental damage claims against Grace
ATLAS, MARK	4/28/2003	0.40	Conferences with staff re: information on asbestos property damage claims against Grace
ATLAS, MARK	4/28/2003	0.40	Reviewed Grace product information documents
CHAMBERS, LETITIA	4/30/2003	0.50	Environmental claim
CHAMBERS, LETITIA	4/30/2003	1.00	Assess legislation impact

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	)	Chapter 11
)	
W. R. Grace & Co. <u>et al.</u>;	)	Case No. 01-01139(JKF)
	)	Jointly Administered
Debtors.)	

Objection Deadline:
August 25, 2003 at 4:00 p.m.
Hearing date: To be scheduled only
if objections are timely filed and served.

**TWENTY-SEVENTH MONTHLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM JUNE 1, 2003 THROUGH JUNE 30, 2003**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	June 1, 2003 – June 30, 2003
Amount of Compensation sought as actual, reasonable and necessary:	\$43,824.00 (80% - \$35,059.20)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$1,220.42 (Stroock) \$61,755.00 (Chambers)

This is an: ☒ interim ☐ final application

The total time expended for the preparation of the Twenty-Sixth Monthly Fee Statement and the Eighth Quarterly Fee Application is approximately 16.5 hours and the corresponding compensation requested is approximately \$3,442.50.

Attachment A

Monthly Interim Fee Applications

		Payment Requested		Payment Received	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31-03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)		

WR GRACE & CO
ATTACHMENT B
JUNE 1, 2003 - JUNE 30, 2003

	Hours	Rate	Amount	No. of Years In Position
Partners				
Greenberg, Mayer	11.2	\$ 550	\$ 6,160.00	5
Kruger, Lewis	2.3	725	1,667.50	33
Pasquale, Kenneth	7.1	550	3,905.00	4
Wintner, Mark	0.3	625	187.50	22
Associates				
Brandes, Ronnie H.	7.9	295	2,330.50	2
Keppler, Abbey	0.7	495	346.50	16
Krieger, Arlene	44.5	495	22,027.50	19
Sasson, Moshe	1.2	445	534.00	9
Paraprofessionals				
Caskadon, Alexandra	24.7	180	4,446.00	2
Defreitas, Vaughn	19.3	115	2,219.50	16
Total	119.2		\$ 43,824.00	

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
JUNE 1, 2003 - JUNE 30, 2003

MATTER CODE	PROJECT CATEGORY	HOURS	TOTAL FEES
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	7.1	\$ 3,596.00
0008	Asset Analysis and Recovery	1.3	643.50
0013	Business Operations	5.4	2,811.00
0014	Case Administration	29.1	5,306.50
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	0.8	144.00
0017	Committee, Creditors', Noteholders', or Equity Holders'	17.8	9,109.00
0018	Fee Application, Applicant	16.5	3,442.50
0020	Fee Application, Others	3.8	841.50
0021	Employee Benefits, Pension	3.9	1,969.50
0034	Litigation and Litigation Consulting	13.5	7,024.50
0037	Hearings	0.9	445.50
0047	Tax Issues	19.1	8,490.50
	Total	119.2	\$ 43,824.00

STROOCK

INVOICE

DATE	July 31, 2003
INVOICE NO.	295568
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through June 30, 2003, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
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DATE	DESCRIPTION	NAME	HOURS
06/04/2003	Attention to transcript of 5/19 hearing re avoidance claims motion (.3).	Pasquale, K.	0.3
06/09/2003	Memo, Corr. re: Fresenius settlement.	Sasson, M.	0.3
06/19/2003	Attention to legislation status and email Committee re same (.5)	Pasquale, K.	0.5
06/20/2003	Review Navigant memo on asbestos legislative activity.	Sasson, M.	0.1
06/23/2003	Review Navigant memoranda re asbestos reform legislation and other related asbestos legislation articles.	Krieger, A.	1.3
06/24/2003	Attended to memoranda from Navigant, other authors re asbestos reform legislation (.2).	Krieger, A.	0.2
06/24/2003	Attention to status of asbestos legislation (.2).	Pasquale, K.	0.2
06/25/2003	Attended to asbestos legislation updated from	Krieger, A.	0.3

STROOCK & STROOCK & LAVAN LLP • NEW YORK • LOS ANGELES • MIAMI
180 MAIDEN LANE, NEW YORK, NY 10038-4982 TEL 212.806.5400 FAX 212.806.6006 WWW.STROOCK.COM
SSL-DOCS1 1365418v1

DATE	DESCRIPTION	NAME	HOURS
	Navigant Consulting.		
06/26/2003	Review Navigant Consulting memoranda re updates on asbestos reform legislation (.3).	Krieger, A.	0.3
06/26/2003	Attention to filings re McGovern/Gross (.3).	Pasquale, K.	0.3
06/26/2003	Attention to recent orders and motions re ZAI (.5)	Pasquale, K.	0.5
06/26/2003	Review recent filings (.5).	Sasson, M.	0.5
06/27/2003	Attended to Navigant Consulting memoranda re amended Hatch bill (1.7); attended to KP memo re NY Times article on asbestos legislation (.1).	Krieger, A.	1.8
06/27/2003	Attention to emails and reports re status of legislation (.5).	Pasquale, K.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	3.9	\$ 495	\$ 1,930.50
Pasquale, Kenneth	2.3	550	1,265.00
Sasson, Moshe	0.9	445	400.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 3,596.00	

MATTER DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 170.74
Meals	21.23
Local Transportation	52.45
Long Distance Telephone	73.87
Duplicating Costs-in House	41.20
Miscellaneous	487.50
In House Messenger Service	48.90
Facsimile Charges	21.00
Travel Expenses - Transportation	243.00
Westlaw	6.53
Word Processing - Logit	54.00

TOTAL DISBURSEMENTS/CHARGES	\$ 1,220.42
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TOTAL FOR THIS MATTER	\$ 4,816.42
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RE	Asset Analysis and Recovery 699843 0008
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DATE	DESCRIPTION	NAME	HOURS
06/23/2003	Telephone conference L. Hamilton re Grace acquisition of UK business line (.2).	Krieger, A.	0.2
06/24/2003	Review FTI analysis of proposed UK acquisition (.3); telephone conference L. Hamilton re same (.3); memo to LK re proposed acquisition (.1); further exchange of memoranda with L. Hamilton re proposed acquisition (.1); memo to L. Kruger re proposed acquisition (.1).	Krieger, A.	0.9
06/25/2003	Exchanged memoranda with L. Hamilton re FTI memo to the Committee discussing the proposed Jones HPLC asset acquisition (.2).	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	1.3	\$ 495	\$ 643.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 643.50	

TOTAL FOR THIS MATTER	\$ 643.50
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RE	Business Operations 699843 0013
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DATE	DESCRIPTION	NAME	HOURS
06/03/2003	Telephone call with S. Cunningham and E. Ordway regarding valuation issues.	Kruger, L.	0.2
06/04/2003	Review of analysis of valuation materials (.2); telephone call with S. Cunningham regarding same (.2).	Kruger, L.	0.4
06/11/2003	Telephone conference C. Troyer re review of FTI draft report on the Company's 2003 first quarter operations (.1); review draft report and communicate comments thereon (1.4); telephone conference C. Troyer re comments to draft report (.6).	Krieger, A.	2.1
06/27/2003	Began review of Summit Ventures' motion to compel Debtor to assume option and sale agreement (1.3).	Krieger, A.	1.3
06/30/2003	Continue review of motion re assumption of Summit Ventures' option agreement (1.3); memo to L. Hamilton, S. Cunningham re Summit Ventures' motion (.1).	Krieger, A.	1.4

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	4.8	\$ 495	\$ 2,376.00
Kruger, Lewis	0.6	725	435.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 2,811.00	

TOTAL FOR THIS MATTER	\$ 2,811.00
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RE	Case Administration 699843 0014
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DATE	DESCRIPTION	NAME	HOURS
06/02/2003	Review certification of counsel regarding seventh quarter project category summary and order approving quarterly fee application for the seventh interim fee period and certain prior.	Defreitas, V.	0.2
06/02/2003	Attended to transcript from 4/28/03 hearing (.8).	Krieger, A.	0.8
06/03/2003	O/c with A. Krieger re obtaining transcript for 5/19 hearing (.1); t/c S. Caban re same(.1); review transcript upon receipt (.4).	Caskadon, A.	0.6
06/03/2003	Research online docket re: certification of counsel regarding seventh quarter project category summary and order approving quarterly fee applications for the seventh interim fee period and certain prior (.2).	Defreitas, V.	0.2
06/03/2003	Researched online docket for daily docketed pleadings.	Defreitas, V.	0.4
06/04/2003	Review online docket for recently filed pleadings re: Monthly Operating report - April 2003 w exhibits (.4).	Defreitas, V.	0.4
06/05/2003	Review online docket for recently docketed pleadings re: Transcript hearing held May 19, 2003; Transcript hearing held January 27, 2003 (.4).	Defreitas, V.	0.4
06/05/2003	Review transcript from 1/27/03 hearing re Locke, ZAI litigation (.3).	Krieger, A.	0.3
06/06/2003	Review various case documents received from attorneys to assign central categories in preparation for central database.	Defreitas, V.	2.7
06/09/2003	Review online docket for recently docketed pleadings (.2).	Defreitas, V.	0.2

DATE	DESCRIPTION	NAME	HOURS
06/09/2003	Attended to Fee Auditor's proposed order awarding fees and expenses re professional's 7th Quarterly applications (.2).	Krieger, A.	0.2
06/10/2003	Review online docket for recently docketed pleadings (.2).	Defreitas, V.	0.2
06/10/2003	Attended to supplemental declaration of Philip Bentley and memorandum to KP, LK re disclosure contained therein (.2).	Krieger, A.	0.2
06/11/2003	Review pleadings received from A. Krieger and L. Kruger.	Caskadon, A.	1.0
06/11/2003	Exchanged memorandum with A. Caskadon re counsel and Fee Auditor's pleading to award fees to professionals in connection with the 7th Quarterly applications (.1); exchanged memoranda with AC re review of SSL May fee statement (.1); exchanged memoranda with AC re review of pleadings (.1); review agenda notice re June 17 hearing (.1).	Krieger, A.	0.4
06/12/2003	Review order approving 7th Quarterly fees per SSL 7th Quarterly fee application (.8); email A. Krieger re same (.1).	Caskadon, A.	0.9
06/12/2003	Review various case documents received from attorneys to assign central categories in preparation for central database.	Defreitas, V.	3.2
06/12/2003	Exchanged memoranda with A. Caskadon re proposed order awarding SSL fees/expenses for 7th Quarterly fee period (.2); exchanged memoranda with S. Caban re receipt of electronic notifications (.2).	Krieger, A.	0.4
06/13/2003	Research at MS request re: certification of counsel regarding denying the Off. Comm. of Unsecured Creditors' motion to extend time within which avoidance actions may be brought and staying the limitations deadline pending a decision on this (.1); Objection to motion of the Comm of Unsecured Creditors to extend time within which avoidance actions may be brought and staying the limitations deadline pending a decision on this motion (.2); Response of Debtors to the off. comm. of unsecured creditors motion to extend time	Defreitas, V.	0.4

DATE	DESCRIPTION	NAME	HOURS
	within which avoidance actions maybe brought (.1).		
06/16/2003	Emails with S. Caban re Grace filing/ service of fee application.	Caskadon, A.	0.1
06/16/2003	Review documents received by A. Krieger.	Caskadon, A.	0.7
06/16/2003	Review online docket for recently filed pleadings.	Defreitas, V.	0.6
06/17/2003	Review online docket for recently filed pleadings.	Defreitas, V.	0.4
06/18/2003	Review documents received by A. Krieger.	Caskadon, A.	0.8
06/19/2003	Review documents received by A. Krieger.	Caskadon, A.	0.5
06/20/2003	Review various case documents received from attorneys to assign central categories in preparation for central database.	Defreitas, V.	3.6
06/20/2003	Review various documents to assign categories in preparation for central database.	Defreitas, V.	3.4
06/20/2003	Exchanged memoranda with KP re motion for authority to commence avoidance actions (.1).	Krieger, A.	0.1
06/23/2003	Researched online docket for recent daily filed pleadings.	Defreitas, V.	0.4
06/23/2003	Office conference A. Caskadon re pleadings received/filed last week (.1); review updated docket (.1).	Krieger, A.	0.2
06/24/2003	Review online docket for recent daily filed pleadings.	Defreitas, V.	0.4
06/24/2003	Telephone conference Eddie Taylor re creditor inquiry re the status of the case (.3).	Krieger, A.	0.3
06/25/2003	Review online docket for recently filed pleadings.	Defreitas, V.	0.4
06/26/2003	Communications with A. Krieger (.2) and local counsel (.3) re receipt of electronic notification.	Caskadon, A.	0.5
06/26/2003	Attended to various orders approved by the Court including order approving Deloitte	Krieger, A.	0.8

DATE	DESCRIPTION	NAME	HOURS
	retention, Kane stipulation, J. Wolin orders in respect of compensation for special masters (.5); attended to ZAI motion for additional compensation and related correspondence requesting Fitzgerald's participation as settlement facilitator (.2); memo from S. Caban (Duane Morris) re electronic filing inquiry (.1).		
06/27/2003	Review online docket for recently filed pleadings and distribute same to working group.	Defreitas, V.	1.8
06/30/2003	Review docket for recently entered orders / filed motion objection deadlines.	Caskadon, A.	0.5
06/30/2003	Memo to M. Lastowski re 6/17/03 hearing (.1); review certificates of no objection re fee-related matters (.2); review motion to remove actions (.2).	Krieger, A.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	5.6	\$ 180	\$ 1,008.00
Defreitas, Vaughn	19.3	115	2,219.50
Krieger, Arlene	4.2	495	2,079.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 5,306.50
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TOTAL FOR THIS MATTER	\$ 5,306.50
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RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015
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DATE	DESCRIPTION	NAME	HOURS
06/03/2003	Review of claims register sent by M. Dalsin.	Caskadon, A.	0.8

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	0.8	\$ 180	\$ 144.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 144.00
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TOTAL FOR THIS MATTER	\$ 144.00
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RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
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DATE	DESCRIPTION	NAME	HOURS
06/02/2003	Memoranda to the Committee re proposed revised By-Laws (.3); complete review of Cybergenics decision (1.2); prepare form of acknowledgement of amended By-Laws (.3); prepare memorandum to T. Maher re amended By-Laws and Acknowledgement to be executed (.1); prepared further amended By-Laws (.2).	Krieger, A.	2.1
06/03/2003	Memorandum to the Committee re revised By-Laws (.2).	Krieger, A.	0.2
06/04/2003	Telephone call with T. Yoseloff regarding service on Committee and U.S. Trustee issue (.2).	Kruger, L.	0.2
06/05/2003	Prepare insert for memorandum to the Committee re conclusion on analysis and recommendation (.4).	Krieger, A.	0.4
06/05/2003	Exchanged memoranda with J. Ellington regarding joint interest agreement and Committee By-Laws (.2).	Krieger, A.	0.2
06/07/2003	Continue to prepare revised Committee memorandum re Fresenius settlement agreement (2.8).	Krieger, A.	2.8
06/08/2003	Review and revised Committee memorandum re Fresenius settlement agreement (1.3); exchanged memoranda with MG re memoranda and remaining questions (.3).	Krieger, A.	1.6
06/09/2003	Review proposed modifications to the Committee memo from MG (.2); modify memorandum to the Committee to reflect MG's comments (.3); exchanged memoranda with MG, RB re outstanding questions on the November 2002 term sheet and Tax Sharing Agreement and impact on settlement analysis	Krieger, A.	2.7

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DATE	DESCRIPTION	NAME	HOURS
	(.5); office conference MG re analysis on settlement (.2); finalize memorandum and prepare memorandum to the Committee re discussion of settlement agreement (.5); office conference LK re DK Acquisition matter and then conference call Tom Maher re discuss DK trading order matter (.2); conference with A. Yoseloff (DK) re US Trustee's objection and Committee's position thereon (.2); correspondence to members of the Committee re executed form of Acknowledgement of amended By-Laws (.5); Correspondence to J. Ellington re Committee By-Laws (.1).		
06/09/2003	Telephone call with T. Yoseloff regarding issue of service on Committee and Committee's view of U.S. Trustee's objection and issue of ethical wall and trading (.3); telephone call with K. Glassman regarding Zonolite status (.2); telephone call with T. Maher regarding T. Yoseloff and F. Perch's view (.3); office conference with A. Krieger regarding DK acquisition (.2).	Kruger, L.	1.0
06/10/2003	Exchanged memoranda with J. Ellington re review of By-Laws, Committee meeting information (.2).	Krieger, A.	0.2
06/10/2003	Attention to revised by-laws, etc. re EPA ex officio (.3); email re same (.1).	Pasquale, K.	0.4
06/11/2003	Exchanged memo with LK re Court's ruling on motion to toll the statute of limitations on avoidance actions, and relevant Third Circuit case law (.6); exchanged memoranda with KP, LK re Committee's position on Fresenius settlement (.2); memo to KP, LK re FTI memorandum on the Fresenius settlement agreement (.1); exchanged memoranda with KP re proposed memo to the Court re Committee's position on Fresenius agreement (.2).	Krieger, A.	1.1
06/24/2003	Exchanged memoranda with L. Kruger re Wachovia debt position (.2); exchanged memoranda with Jill Akre re same (.1); exchanged memoranda with Joan Anderson re same (.1).	Krieger, A.	0.4

DATE	DESCRIPTION	NAME	HOURS
06/25/2003	Exchanged memoranda with LK re Wachovia's claims against the estate (.2).	Krieger, A.	0.2
06/26/2003	Review of draft memo to the Committee re appeal of Judge Fitzgerald's order (.2); exchanged memoranda with KP re above (.2); office conference KP re Committee memo (.1); attended to memorandum to the Committee re appeal of Judge Fitzgerald's decision (.3); exchanged memoranda with J. Anderson re above (.1); exchanged memoranda with R. Douglas re FTI report on proposed acquisition (.1); exchanged memoranda with S. Cunningham and L. Hamilton re transmittal of FTI memoranda to signatories to confidentiality agreement (.1).	Krieger, A.	1.1
06/27/2003	Memo to F. Monaco re appeal (.1); memo to T. Maher re appeal (.1); exchanged memoranda with KP re same (.2); office conferences KP re above and substance of conversation with T. Maher regarding same (.2); memo to LK re Committee's position on appeal of Judge Fitzgerald's order (.1); prepared memorandum to the Committee re Navigant memorandum and NY Times article on amended Hatch bill (.4).	Krieger, A.	1.1
06/30/2003	Prepare memorandum to the Committee re status of ZAI litigation (.9); memo to KP, LK re above (.1); began to prepare memorandum to the Committee re motion to assume Summit Ventures and other pending matters (.6); exchanged memoranda with J. Ellington re agreement on joint interest agreement and Committee By-Laws (.2); subsequent memo to KP re same (.1); memo to L. Hamilton, S. Cunningham re Summit Ventures motion (.2).	Krieger, A.	2.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	16.2	\$ 495	\$ 8,019.00
Kruger, Lewis	1.2	725	870.00
Pasquale, Kenneth	0.4	550	220.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 9,109.00
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TOTAL FOR THIS MATTER	\$ 9,109.00
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RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
06/02/2003	Prepare and serve SSL April fee application.	Caskadon, A.	3.5
06/06/2003	Begin revision and edits of May bill.	Caskadon, A.	2.8
06/09/2003	Revise May bill (1.8); o/c Accounting re same (.2).	Caskadon, A.	2.0
06/12/2003	Review SSL May 2003 statement of fees/expenses (.9).	Krieger, A.	0.9
06/23/2003	Assist prepare May bill - review time (1.9); o/c A. Krieger re same (.2).	Caskadon, A.	2.1
06/23/2003	Completed review of May 2003 time detail (.5); memoranda to A. Caskadon re time detail (.1).	Krieger, A.	0.6
06/27/2003	Revise May fee statement.	Caskadon, A.	2.8
06/30/2003	Review May fee statement per accounting changes (1.5); o/c accounting re same(.3).	Caskadon, A.	1.8

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	15.0	\$ 180	\$ 2,700.00
Krieger, Arlene	1.5	495	742.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 3,442.50
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TOTAL FOR THIS MATTER	\$ 3,442.50
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RE	Fee Application, Others 699843 0020
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DATE	DESCRIPTION	NAME	HOURS
06/02/2003	Finalize and serve FTI Policano & Manzo's April fee statement.	Caskadon, A.	3.3
06/23/2003	Review fee applications of Wachtell Lipton and Woodcock Washburn, other (.5).	Krieger, A.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Caskadon, Alexandra	3.3	\$ 180	\$ 594.00
Krieger, Arlene	0.5	495	247.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 841.50
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TOTAL FOR THIS MATTER	\$ 841.50
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RE	Employee Benefits, Pension 699843 0021
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DATE	DESCRIPTION	NAME	HOURS
06/20/2003	Memo to L. Hamilton re Grace motion re pension payments (.2); exchanged memoranda with J. Sakalo re above (.1).	Krieger, A.	0.3
06/23/2003	Exchanged memoranda with L. Hamilton re pension motion (.1); review draft FTI memorandum re pension motion and rationale underlying same (1.0); telephone conference L. Hamilton re Debtors' draft motion for authority to make pension payments and concerns thereon (.5).	Krieger, A.	1.6
06/25/2003	Telephone conference C. Lane re Debtors' motion for pension payment authority (.1).	Krieger, A.	0.1
06/27/2003	Review motion re defined benefit plan funding.	Keppler, A.	0.7
06/27/2003	Memoranda to M. Wintner re Debtors' motion for authority to make pension payments (.2); attended to Debtors filed motion for authority to make pension payments (.4); follow-up memo to M. Wintner re filed form of motion (.1); memo to L. Hamilton re modifications in filed motion (.1).	Krieger, A.	0.8
06/27/2003	Review Motion to Authorize Pension Funding for 2003-04.	Wintner, M.	0.3
06/30/2003	Review McGowan affidavit in support of Debtors' motion for authority to make pension plan payments (.1).	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Keppler, Abbey	0.7	\$ 495	\$ 346.50
Krieger, Arlene	2.9	495	1,435.50
Wintner, Mark	0.3	625	187.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,969.50	
TOTAL FOR THIS MATTER		\$ 1,969.50	

RE	Litigation and Litigation Consulting 699843 0034
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DATE	DESCRIPTION	NAME	HOURS
06/03/2003	Exchanged telephone conferences KP re W. Katchen call with Fresenius local counsel and Committee position on settlements (.2); exchanged numerous memoranda with M. Greenberg re completion of tax analysis and Committee memorandum (.2).	Krieger, A.	0.4
06/03/2003	Exchanged memoranda with A. Caskadon re 5/19/03 hearing transcript (.1); review transcript of 5/19/030 hearing re hearing on Committee's motion to toll statute of limitations on avoidance actions (.8).	Krieger, A.	0.9
06/03/2003	Attention to telephone conference with W. Katchen re Fresenius settlement (.5).	Pasquale, K.	0.5
06/04/2003	Exchanged numerous memos with M. Greenberg re meeting to discuss Fresenius settlement (.2); exchanged numerous memoranda with LK, KP re objection deadline for Fresenius settlement, Committee's position thereon and correspondence from Fresenius' counsel to Judge Wolin (.6); exchanged memoranda with LK re status of tax analysis of Fresenius agreement(.4).	Krieger, A.	1.2
06/04/2003	Telephone call with Judge Wolin regarding 546(a) issues (.2).	Kruger, L.	0.2
06/04/2003	Review of Fresenius settlement and proposed order (.3).	Kruger, L.	0.3
06/04/2003	Telephone conferences W. Katchen re Fresenius motion issues (.2); attention to same (.6).	Pasquale, K.	0.8
06/05/2003	Office conference M. Greenberg re tax analysis on Fresenius agreement (1.2); review tax schedule from E. Fullon (.3); review tax schedule from E. Fullon (.3); office conference	Krieger, A.	2.0

DATE	DESCRIPTION	NAME	HOURS
	R. Brandes re additional questions regarding indemnification, Fresenius, basis for settlement (.5).		
06/06/2003	Memo to KP, LK re tax view on settlement and modification of draft Committee memo to reflect same (.1); prepare revised Committee memo re recommendation on Fresenius settlement (1.6); exchanged memoranda with R. Brandes re rationale for settlement (.4).	Krieger, A.	2.1
06/09/2003	Attention to memo to Committee re Fresenius settlement (.6).	Pasquale, K.	0.6
06/10/2003	Exchanged memoranda with L. Hamilton re FTI analyses and accord on Fresenius settlement (.1); review FTI analyses (.5).	Krieger, A.	0.6
06/11/2003	Prepared letter to Court and parties re Fresenius settlement motion (.3); telephone conference E. Wohlforth (J. Wolin) re same (.2).	Pasquale, K.	0.5
06/20/2003	Exchanged memoranda with KP re Sealed Air settlement agreement.	Krieger, A.	0.1
06/25/2003	Attended to Scott Baena affidavit in support of the Fresenius settlement agreement (.3).	Krieger, A.	0.3
06/25/2003	Attention to Baena Affidavit re Fresenius settlement (.3)	Pasquale, K.	0.3
06/26/2003	Office conference KP re appeal of order denying avoidance action (.4).	Krieger, A.	0.4
06/26/2003	Attention to order denying Committee's motion re avoidance actions and appeal options (.7); memo to Committee re same (.3).	Pasquale, K.	1.0
06/26/2003	Attention to court order re Fresenius settlement (.3).	Pasquale, K.	0.3
06/26/2003	Review Wolin Fitzgerald order denying motion; corr. re: same (.3).	Sasson, M.	0.3
06/27/2003	T. Maher re avoidance actions (.2).	Pasquale, K.	0.2
06/30/2003	Exchanged memo with Jan Baer re status of Sealed Air Agreement and Grace's outstanding	Krieger, A.	0.3

DATE	DESCRIPTION	NAME	HOURS
	issues thereon (.2); memo to LK, MG re same (.1).		
06/30/2003	Attention to status of Sealed Air settlement agreement (.2).	Pasquale, K.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	8.3	\$ 495	\$ 4,108.50
Kruger, Lewis	0.5	725	362.50
Pasquale, Kenneth	4.4	550	2,420.00
Sasson, Moshe	0.3	445	133.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 7,024.50
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TOTAL FOR THIS MATTER	\$ 7,024.50
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RE	Hearings 699843 0037
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DATE	DESCRIPTION	NAME	HOURS
06/12/2003	Review settlement agreement motion (.3); exchanged memo with BFSF and M. Lastowski re 6/17/03 hearing and coverage therefore (.4); memo to LK, KP re hearing (.2).	Krieger, A.	0.9

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene	0.9	\$ 495	\$ 445.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 445.50	

TOTAL FOR THIS MATTER	\$ 445.50
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RE	Tax Issues 699843 0047
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DATE	DESCRIPTION	NAME	HOURS
06/02/2003	Continued to evaluate chart on Fresenius Settlement Agreement (0.6).	Brandes, R.	0.6
06/02/2003	Analysis re impact of Fresenius settlement and discussion with RB re same.	Greenberg, M.	1.6
06/04/2003	Discussion with M. Greenberg about chart from E. Fallon and certain carrybacks and COLI amounts (0.4); additional research on the COLI amounts (1.0).	Brandes, R.	1.4
06/04/2003	Analysis re Fresenius settlement; e-mails with Brandes re same.	Greenberg, M.	3.5
06/05/2003	Phone call from A. Krieger and M. Greenberg Fresenius participation in settlement agreement and additional research (1.8); research on when carrybacks "open" up priority claims (1.6).	Brandes, R.	3.4
06/05/2003	Attention to Fresenius settlement (2.3); emails re same (.4).	Greenberg, M.	2.7
06/06/2003	Email correspondence with A. Krieger (0.3); read memo to Creditors Committee (0.4).	Brandes, R.	0.7
06/09/2003	Emails between A. Krieger and M. Greenberg about changes to memo to Creditors' Committee (.4); review in Tax Sharing Agreement for responses to inquiries (1.4).	Brandes, R.	1.8
06/09/2003	Review and analysis and e-mails with A. Krieger; draft and comment re changes to memo and to the Committee.	Greenberg, M.	3.4

SUMMARY OF HOURS	HOURS	RATE	TOTAL
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SUMMARY OF HOURS	HOURS	RATE	TOTAL
Brandes, Ronnie H.	7.9	\$ 295	\$ 2,330.50
Greenberg, Mayer	11.2	550	6,160.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 8,490.50
TOTAL FOR THIS MATTER			\$ 8,490.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED			\$ 43,824.00
TOTAL DISBURSEMENTS/CHARGES			\$ 1,220.42
TOTAL BILL			\$ 45,044.42

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

WR GRACE & CO
DISBURSEMENT SUMMARY
JUNE 1, 2003 - JUNE 30, 2003

Outside Messenger Service	\$ 170.74
Meals	21.23
Local Transportation	52.45
Long Distance Telephone	73.87
Duplicating Costs-in House	41.20
Miscellaneous	487.50
In House Messenger Service	48.90
Facsimile Charges	21.00
Travel Expenses - Transportation	243.00
Westlaw	6.53
Word Processing - Logit	54.00
TOTAL	\$1,220.42

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CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED for the period from June 1, 2003 through June 30, 2003, including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
06/12/2003	FedEx Log 05/15/03 L.GOMEZ TO S.CABAN	9.71
06/12/2003	FedEx Log 05/15/03 L.GOMEZ TO F.PERCH	11.78
06/12/2003	FedEx Log 05/22/03 A.CASKDON TO F.PERCH	11.78
06/12/2003	FedEx Log 05/22/03 A.CASKADOM TO W.SMITH	20.22
06/12/2003	FedEx Log 05/22/03 A.CASKADON TO S.CABAN	11.78
06/12/2003	FedEx Log 05/22/03 A.CASKADON TO D.SIEGAL	11.78
06/12/2003	FedEx Log 5/15/03 L Gomez ro W Smith	20.22
06/25/2003	FedEx Log 06/02/03 A.CASKADON TO F.PERCH	10.92
06/25/2003	FedEx Log 06/02/03 A.CASKADON TO S.CABAN	10.92
06/25/2003	FedEx Log 06/02/03 A.CASKADON TO D.SIEGAL	10.92
06/25/2003	FedEx Log 6/2/03 A Caskadon to W Smith	17.68
06/30/2003	FedEx Log 06/06/03 ARCHIE TO A.CASKADON	23.03
Outside Messenger Service Total		170.74
Meals		
06/02/2003	VENDOR: Seamless Web; INVOICE#: 23653; DATE: 06/10/03 - Cove Bistro;	21.23
Meals Total		21.23

DATE	DESCRIPTION	AMOUNT
Local Transportation		
06/03/2003	VENDOR: Lewis Kruger; INVOICE#: 05/27/03A; DATE: 6/3/2003 - 05/07/03 CABFARE FROM MEETING AT DAVIS POLK	9.00
06/20/2003	NYC Two Ways Inc. CASKADON 06/02/03 20:00 M from 180 MAIDEN to NJ HOBOKEN	43.45
Local Transportation Total		52.45
Long Distance Telephone		
06/03/2003	EXTN.5431, TEL.201-556-4003, S.T.12:45, DUR.00:24	0.39
06/05/2003	EXTN.6495, TEL.551-486-5209, S.T.17:25, DUR.00:36	0.39
06/06/2003	VENDOR: Teleconferencing Services, LLC; INVOICE#: 6393034; DATE: 5/16/2003 - 05/08/03 Teleconference calls for L Kruger	27.30
06/11/2003	EXTN.5544, TEL.201-556-4045, S.T.15:04, DUR.00:30	0.39
06/11/2003	EXTN.5544, TEL.201-556-4045, S.T.15:40, DUR.37:24	14.74
06/11/2003	EXTN.5760, TEL.973-424-2000, S.T.16:45, DUR.00:30	0.39
06/12/2003	EXTN.5492, TEL.954-258-1431, S.T.16:41, DUR.00:06	0.39
06/12/2003	EXTN.5760, TEL.973-424-2000, S.T.10:57, DUR.00:54	0.39
06/12/2003	EXTN.5760, TEL.973-424-2000, S.T.13:23, DUR.00:54	0.39
06/19/2003	EXTN.5492, TEL.954-610-6712, S.T.13:48, DUR.01:30	0.78
06/20/2003	EXTN.5544, TEL.201-556-4021, S.T.14:39, DUR.00:30	0.39
06/23/2003	EXTN.5544, TEL.201-556-4021, S.T.13:22, DUR.27:42	10.86
06/23/2003	EXTN.5544, TEL.201-352-0451, S.T.14:13, DUR.19:12	7.76
06/23/2003	EXTN.5544, TEL.201-556-4021, S.T.15:50, DUR.08:54	3.49
06/23/2003	EXTN.5544, TEL.201-556-4021, S.T.12:53, DUR.00:42	0.39
06/24/2003	EXTN.5544, TEL.201-556-4021, S.T.14:38, DUR.12:36	5.04
06/26/2003	EXTN.6495, TEL.302-657-4924, S.T.11:49, DUR.00:36	0.39
Long Distance Telephone Total		73.87
Duplicating Costs-in House		

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DATE	DESCRIPTION	AMOUNT
06/02/2003		27.20
06/03/2003		1.60
06/03/2003		5.60
06/05/2003		4.00
06/16/2003		0.20
06/17/2003		1.20
06/23/2003		0.70
06/26/2003		0.40
06/30/2003		0.30
	Duplicating Costs-in House Total	41.20
	Miscellaneous	
06/30/2003	VENDOR: Mealey Publications, Inc; INVOICE#: 940061; DATE: 4/11/2003 - Mealey's Asbestos Bankruptcy Report Expires 07/03	487.50
	Miscellaneous Total	487.50
	In House Messenger Service	
06/05/2003	Early Bird Messenger 05/16/2003 Vehicle Standard from to RES-LOUIS KRUGER, 257	21.95
06/05/2003	Early Bird Messenger 05/17/2003 Vehicle Rush from N. MISC to RES/A KRIEGER, 10	26.95
	In House Messenger Service Total	48.90
	Facsimile Charges	
06/08/2003	FAX # 212-570-1803	18.00
06/11/2003	FAX # 305-374-7593	3.00
	Facsimile Charges Total	21.00
	Travel Expenses - Transportation	
06/03/2003	VENDOR: Lewis Kruger; INVOICE#: 05/27/03B; DATE: 6/3/2003 - 05/19/03 ATTEND COURT HEARING IN DELAWARE -	10.00
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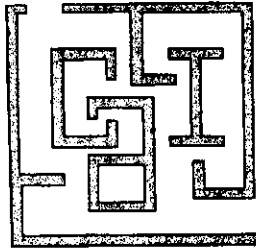
DATE	DESCRIPTION	AMOUNT
	CABFARE	
06/17/2003	VENDOR: CHASE Business Credit Card; INVOICE#: 060203; DATE: 6/2/2003 - Visa charge L Kruger 5/19/03 Penn NY to Wilmington, DE	233.00
	Travel Expenses - Transportation Total	243.00
	Westlaw	
06/05/2003	; Duration 0:01:03; By BRANDES, RONNIE H.	6.53
	Westlaw Total	6.53
	Word Processing - Logit	
06/08/2003		24.00
06/16/2003	6/7/03	30.00
	Word Processing - Logit Total	54.00

BILL DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 170.74
Meals	21.23
Local Transportation	52.45
Long Distance Telephone	73.87
Duplicating Costs-in House	41.20
Miscellaneous	487.50
In House Messenger Service	48.90
Facsimile Charges	21.00
Travel Expenses - Transportation	243.00
Westlaw	6.53
Word Processing - Logit	54.00

TOTAL DISBURSEMENTS/CHARGES	\$ 1,220.42
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Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.



Chambers Associates Incorporated

A Subsidiary of Navigant Consulting

805 15th Street, N.W.
Suite 500
Washington, D.C. 20005
(202) 371-9770
FAX (202) 371-6601

June 25, 2003

Stroock, Stroock & Lavan, LLP
180 Maiden Lane
New York, New York 10038

Attention: Kenneth Pasquale

For Services Rendered For
W. R. Grace Creditor's Committee - May 2003

Professional Fees:

LC	9.40 hrs. @ \$510	\$4,794.00
PJM	29.60 hrs. @ \$390	11,544.00
MJT	2.00 hrs. @ \$315	630.00
RTF	6.00 hrs. @ \$300	1,800.00
MA	5.00 hrs. @ \$280	1,400.00
JH	2.00 hrs. @ \$275	550.00
MSL	2.50 hrs. @ \$250	625.00
MR	53.00 hrs. @ \$210	11,130.00
KZ	44.80 hrs. @ \$190	8,512.00
JR	47.00 hrs. @ \$170	7,990.00
JA	106.50 hrs. @ \$120	<u>12,780.00</u>

Total Professional Fees **\$61,755.00**

Expenses:

Postage \$.37

Total Expenses **\$.37**

Total Amount Due for May Services and Expenses **\$61,755.37**

Outstanding Invoices:

September 28, 2002	\$5,046.70
October 30, 2002	771.50
November 28, 2002	1,780.75
March 24, 2003	1,077.80
April 28, 2003	2,043.00
May 20, 2003	<u>3,830.50</u>

Total Outstanding Invoices **\$14,550.25**

Total Amount Due for May Services, Expenses and Outstanding Invoices **\$76,305.62**

Timekeeper	Work Date	Hours	Narrative
CHAMBERS, LETITIA	5/1/2003	0.40	Telephone with client
LYMAN, MARY	5/01/2003	0.50	Work on new legislative update
ATLAS, MARK	5/01/2003	0.30	Telephone conference with staff re: Grace environmental claims
ATLAS, MARK	5/02/2003	0.80	Telephone conference with staff re: Grace environmental and property damage claims
ATLAS, MARK	5/02/2003	0.30	Obtained information on Grace environmental claims
TALBOT, MICHAEL J.	5/02/2003	1.00	Conference call on environmental & property claims
ATLAS, MARK	5/05/2003	0.20	Reviewed FTI Consulting analysis of U.S. DOJ environmental claims against Grace
ATLAS, MARK	5/05/2003	0.10	Reviewed Stroock memorandum on U.S. DOJ environmental claims against Grace
CHAMBERS, LETITIA	5/05/2003	1.00	Prepare information for meeting
FARRELL, RICHARD	5/05/2003	0.50	Analyze information on Grace's environmental liability
ANGUIANO, JAMIE	5/06/2003	8.00	Research various sites from the EPA website to find site history, financials, and ROD information.
MCGRATH, PATRICK J.	5/06/2003	1.80	Memorandum re: property damage & environmental claims against Grace
TALBOT, MICHAEL J.	5/06/2003	1.00	Discussion on property damage & environmental claims
ZICKERT, KATHLEEN	5/06/2003	4.00	Reviewed NPL database and other EPA information on CD
ANGUIANO, JAMIE	5/07/2003	2.00	Research various sites from the EPA website to find site history, financials, and ROD information.
MCGRATH, PATRICK J.	5/07/2003	4.30	Memorandum re: property damage & environmental claims against Grace
ZICKERT, KATHLEEN	5/07/2003	5.00	Reviewed and printed documents for WR Grace sites from EPA CDs
CHAMBERS, LETITIA	5/08/2003	1.50	Conference call
ATLAS, MARK	5/08/2003	0.10	Reviewed P. McGrath memorandum re: property damage and environmental claims against Grace
MCGRATH, PATRICK J.	5/08/2003	1.10	Memorandum re: property damage & environmental claims against Grace
ZICKERT, KATHLEEN	5/08/2003	1.20	Organize printed documents
ZICKERT, KATHLEEN	5/08/2003	2.80	Review and print EPA documents from EPA cds related to WR Grace proof of claim
ZICKERT, KATHLEEN	5/09/2003	2.00	Research additional information for Proof of Claim

Timekeeper	Work Date	Hours	Narrative
ZICKERT, KATHLEEN	5/09/2003	2.00	Review EPA Cost information from EPA CDs
ANGUIANO, JAMIE	5/12/2003	6.50	Put together binders of information from the EPA website.
MCGRATH, PATRICK J.	5/12/2003	1.20	Developing approach to quantify claims
ZICKERT, KATHLEEN	5/12/2003	2.00	2 Review EPA CDs for cost information
FARRELL, RICHARD	5/12/2003	0.50	Analyze information on Grace's environmental liability
ATLAS, MARK	5/13/2003	0.20	Reviewed and edited proforma
ATLAS, MARK	5/13/2003	0.10	Reviewed Stroock memorandum on asbestos claims legislation
ANGUIANO, JAMIE	5/13/2003	1.00	Start reviewing information for Libby, Casmalia and Curtis Bay
ANGUIANO, JAMIE	5/13/2003	1.00	Team meeting
ANGUIANO, JAMIE	5/13/2003	0.60	3 hole punch the information printed from EPA CDs
ANGUIANO, JAMIE	5/13/2003	1.40	Start to print CERCLIS information from EPA CDs (these CDs contain financial information)
MCGRATH, PATRICK J.	5/13/2003	3.50	Developing approach to quantify claims
RUSH, JONATHAN	5/13/2003	0.90	Reviewed various introductory case materials (EPA materials)
RUSH, JONATHAN	5/13/2003	0.60	Began summarization of the Acton, MA site and prepared basic outline for summaries.
ZICKERT, KATHLEEN	5/13/2003	1.00	Meeting regarding case status and workplan
FARRELL, RICHARD	5/13/2003	1.00	Analyze information on Grace's environmental liability
ANGUIANO, JAMIE	5/14/2003	3.00	Create Excel file of site information received from Mark Atlas.
ANGUIANO, JAMIE	5/14/2003	5.00	Create site summaries for Libby Asbestos, Libby Groundwater, Casmalia and Curtis Bay
RUSH, JONATHAN	5/14/2003	2.70	Continued reviewing site specific materials and prepared summaries for Acton, MA site.
ZICKERT, KATHLEEN	5/14/2003	1.60	Review Case Summaries
ZICKERT, KATHLEEN	5/14/2003	0.40	Locate info regarding Casmalia
ATLAS, MARK	5/15/2003	0.20	Reviewed Stroock memorandum re: retention motion
ATLAS, MARK	5/15/2003	0.20	Telephone conference with R. Farrell re: analysis of environmental claims against Grace
ANGUIANO, JAMIE	5/15/2003	4.00	Change site summary for Libby Asbestos, Libby Groundwater, Casmalia and Curtis Bay to fit selected format.

Timekeeper	Work Date	Hours	Narrative
ANGUIANO, JAMIE	5/15/2003	1.30	Per Pat M, retrieve information regarding Libby Asbestos, Libby Groundwater, Casmalia and Curtis from the Facility Registry System (EPA)
ANGUIANO, JAMIE	5/15/2003	1.70	Finish creating Excel file of site information received from Mark Atlas.
ANGUIANO, JAMIE	5/15/2003	1.00	Team Meeting
MCGRATH, PATRICK J.	5/15/2003	0.50	Developing approach to quantify claims
RUSH, JONATHAN	5/15/2003	5.60	Continued reviewing site specific materials for the Acton, MA and Green River sites and prepared summaries of key site facts relevant to determination of future liabilities.
ZICKERT, KATHLEEN	5/15/2003	1.00	Meeting - review current workproduction
FARRELL, RICHARD	5/15/2003	1.00	Analyze information on Grace's environmental liability
ANGUIANO, JAMIE	5/16/2003	3.70	Per Pat M., print out all the other sites' Facility Registry System reports (EPA)
ANGUIANO, JAMIE	5/16/2003	1.50	Print out EPA dollars from a query on the website for all sites.
ANGUIANO, JAMIE	5/16/2003	0.80	3 hole punch the information printed from the Facility Registry System reports
ANGUIANO, JAMIE	5/16/2003	1.50	Finish printing Cerclis information from the EPA CDs (these CDs contain financial information)
ANGUIANO, JAMIE	5/16/2003	0.50	Incorporate the printed reports into the site binders
MCGRATH, PATRICK J.	5/16/2003	1.60	Developing approach to quantify claims
RULE, MICHELLE	5/16/2003	8.00	Site summaries for: harrison tools, central chemical and galaxy spectron
RUSH, JONATHAN	5/16/2003	4.90	Reviewed site specific materials for the Aqua-Tech and Blackburn sites and prepared summaries of key facts related to the determination of future liabilities.
FARRELL, RICHARD	5/16/2003	1.00	Analyze information on Grace's environmental liability
ANGUIANO, JAMIE	5/19/2003	1.80	Research Zonolite NJ & PA, Western Minerals MN, Western Processing and W.R. Grace KY
ANGUIANO, JAMIE	5/19/2003	3.20	Review Libby to differentiate the three parts of the site and make a summary for each.
ANGUIANO, JAMIE	5/19/2003	3.00	Create summaries for Zonolite NJ & PA, Western Minerals MN, Western Processing and W.R. Grace KY
RULE, MICHELLE	5/19/2003	8.00	Site summaries for: intermountain insulation, Li Tumesten and Operating Industries, Inc.

Timekeeper	Work Date	Hours	Narrative
RUSH, JONATHAN	5/19/2003	7.20	Reviewed site specific materials for the Cambridge, R&H Oil, Ramp Industries and Reclamation Oil sites and prepared summaries of key facts relevant to potential future liabilities.
FARRELL, RICHARD	5/19/2003	1.00	Analyze information on Grace's environmental liability
CHAMBERS, LETITIA	5/20/2003	1.20	Telephone with client and work with staff re: environmental and property damage claims
ANGUIANO, JAMIE	5/20/2003	1.00	Create a log for sites (what information we have for each site)
ANGUIANO, JAMIE	5/20/2003	0.40	Insert dollars from EPA website into binders
ANGUIANO, JAMIE	5/20/2003	1.60	Format and print the EPA dollars from Excel (copied into Excel from EPA website)
ANGUIANO, JAMIE	5/20/2003	0.40	Research Vermiculite NW
ANGUIANO, JAMIE	5/20/2003	1.00	Separate information from Access and Nationwide
ANGUIANO, JAMIE	5/20/2003	0.80	Add more information to the site
ANGUIANO, JAMIE	5/20/2003	2.10	Combine Libby Asbestos and Groundwater site information
ANGUIANO, JAMIE	5/20/2003	0.70	Create summary for Vermiculite NW
MCGRATH, PATRICK J.	5/20/2003	2.50	Developing approach to quantify claims
RULE, MICHELLE	5/20/2003	8.00	Site summaries for: robinson insulation, solvents recovery services of new england and vermiculite intermountain.
RUSH, JONATHAN	5/20/2003	8.00	Reviewed site specific materials for the Watson Johnson and Wells G&H sites and prepared summaries of key facts relevant to potential future liabilities.
FARRELL, RICHARD	5/20/2003	1.00	Analyze information on Grace's environmental liability
ATLAS, MARK	5/21/2003	0.20	Reviewed revised Committee's by-laws
CHAMBERS, LETITIA	5/21/2003	1.20	Review environmental claims
LYMAN, MARY	5/21/2003	1.70	Read and write memo outlining Hatch asbestos reform bill
ANGUIANO, JAMIE	5/21/2003	1.50	Read through GAO reports and highlight key facts
ANGUIANO, JAMIE	5/21/2003	6.50	Team meetings to review sites
MCGRATH, PATRICK J.	5/21/2003	6.30	Meeting with team, re: site summaries
RULE, MICHELLE	5/21/2003	6.60	Team meeting: re, discussion of all 34 Site summaries.
RULE, MICHELLE	5/21/2003	1.40	Made edits to Site Summaries
RUSH, JONATHAN	5/21/2003	2.10	Began reviewing outstanding questions about specific

Timekeeper	Work Date	Hours	Narrative
			sites and summarized each PRP's operational status.
RUSH, JONATHAN	5/21/2003	2.00	Continued reviewing and summarizing key facts related to the Wells G&H site.
RUSH, JONATHAN	5/21/2003	5.00	Discussed the details and outstanding issues related to each of the sites with the team. Also developed a list of questions, concerns and supplementary document request.
ZICKERT, KATHLEEN	5/21/2003	5.50	Meeting with staff regarding case summaries and workplan
ATLAS, MARK	5/22/2003	0.10	Reviewed commonality of interest agreement re: U.S. Department of Justice
ANGUIANO, JAMIE	5/22/2003	6.00	Research on the internet and print key information for W.R. Grace MD, Casmalia and Curtis Bay
ANGUIANO, JAMIE	5/22/2003	2.00	Review information printed and highlighted information to be entered into summaries
MCGRATH, PATRICK J.	5/22/2003	1.70	Developing approach to quantify claims
RULE, MICHELLE	5/22/2003	6.80	Created matrix of costs, documents to request and issues to resolve for each Site.
RULE, MICHELLE	5/22/2003	1.20	Made edits to Site Summaries
RUSH, JONATHAN	5/22/2003	3.20	Continued researching and summarizing outstanding site issues discussed during the team meeting on 5/21/03.
RUSH, JONATHAN	5/22/2003	4.80	Updated site summaries based on additional research of the specific site details.
ZICKERT, KATHLEEN	5/22/2003	3.30	3.3 Review Casmalia CDs
ANGUIANO, JAMIE	5/23/2003	3.00	Finish summaries of Libby, Casmalia, and Curtis Bay
ANGUIANO, JAMIE	5/23/2003	0.50	Format and change binder covers
ANGUIANO, JAMIE	5/23/2003	0.50	Start searching on the internet for EPA Superfund funds
MCGRATH, PATRICK J.	5/23/2003	1.90	Developing approach to quantify claims
RULE, MICHELLE	5/23/2003	2.00	Internet searches for info on 34 Sites in proof of claim
HOURIGAN, JOHN	5/26/2003	2.00	EPA records search. Visit to Boston (Region 1) EPA office and interaction with Superfund records center to locate and reproduce 1991 Consent Decree for Wells G&H.
ANGUIANO, JAMIE	5/27/2003	5.50	Research various sites for additional information
ANGUIANO, JAMIE	5/27/2003	2.50	Research Superfund funds
ZICKERT, KATHLEEN	5/27/2003	0.50	Contact EPA via phone and email

Timekeeper	Work Date	Hours	Narrative
ZICKERT, KATHLEEN	5/27/2003	4.80	Review Casmalia CDs for necessary documentation
ZICKERT, KATHLEEN	5/27/2003	2.70	Review OII index for missing documentation
CHAMBERS, LETITIA	5/28/2003	1.90	Analysis of asbestos reform legislation
CHAMBERS, LETITIA	5/28/2003	1.20	Environmental liability analysis
LYMAN, MARY	5/28/2003	0.30	Review Hatch bill as introduced, update summary
ANGUIANO, JAMIE	5/28/2003	0.50	Research Superfund funds
ANGUIANO, JAMIE	5/28/2003	1.50	Research various sites for additional information
ZICKERT, KATHLEEN	5/28/2003	0.50	Correspondence with EPA
ZICKERT, KATHLEEN	5/28/2003	0.50	Create preliminary list of documents needed from Superfund location
ZICKERT, KATHLEEN	5/28/2003	2.00	Review revised case summaries
ZICKERT, KATHLEEN	5/28/2003	2.00	Select additional documents from OII index
CHAMBERS, LETITIA	5/29/2003	1.00	Review vermiculite issue
ANGUIANO, JAMIE	5/29/2003	4.40	Research various sites for additional information
ANGUIANO, JAMIE	5/29/2003	3.60	Research Superfund funds
ATLAS, MARK	5/29/2003	1.80	Review of P. McGrath analyses of U.S. Department of Justice proofs of environmental claims against Grace
ATLAS, MARK	5/29/2003	0.40	Memorandum to P. McGrath re: analyses of U.S. Department of Justice proofs of environmental claims against Grace
MCGRATH, PATRICK J.	5/29/2003	3.20	Developing approach to quantify claims
RULE, MICHELLE	5/29/2003	6.00	Internet searches for info on 34 Sites in proof of claim
ANGUIANO, JAMIE	5/30/2003	3.10	Review information from research and highlight key information
ANGUIANO, JAMIE	5/30/2003	4.90	Enter highlighted information into various sites
RULE, MICHELLE	5/30/2003	5.00	Internet searches for info on 34 Sites in proof of claim

Proforma

Project: W/ Grace Creditor's Committee
Project No.: 113758
Client: Stroock & Stroock & Lavan

Date Range: Inception TO 05/31/03

Proforma No.: 227253
Proforma Date: 06/17/03
Currency: DO

Client Name: Stroock & Stroock & Lavan
Client Responsibility: LETITIA CHAMBERS
Project Manager: MARK ATLAS
Project Number: 113758
Project Administrator: 106091
Billing Rep: 008046
Project Manager Location: DC - FIFTEENTH ST, NW (CHAMBERS)
Project Name: W/ Grace Creditor's Committee
Group: FINANCIAL & CLAIMS
Practice Area: CHAMBERS

*** PLEASE RETURN TO THE ACCOUNTING DEPARTMENT AS SOON AS POSSIBLE ***

BILLING INSTRUCTIONS

Stroock, Stroock & Lavan
180 Maiden Lane
New York, NY 10038
Attn: Kenneth Pasquale

- Bill All
- Bill all with changes (Please Note on Attached Detail)
- Hold all entries for next billing(1) (Enter Number)
- Write-Off (Please Note on Attached Detail) (2)
- Reserve Amount (Incremental Amount Only)

Project Start Date: 10/11/2001
Project Budget Fees:
Project Budget Costs: OP
Job Status:

- (1) REASON FOR HOLD STATUS
- 1. MILESTONE BILLING PROJECT, PER CONTACT WITH CLIENT.
- 2. BILLING ONLY UPON COMPLETION OF PROJECT, PER CONTACT WITH CLIENT.
- 3. MONTHLY FIXED-FEE BILLING PROJECT, PER CONTACT WITH CLIENT.
- 4. ANY OTHER REASONS FOR HOLDING TIME AND EXPENSES MUST BE APPROVED BY THE PRACTICE LEADER.
- 5. AMOUNT TOO SMALL TO BILL.
- (2) MUST HAVE APPROVALS IF OVER PROJECT MANAGER LIMIT

WORK IN PROCESS SUMMARY

	Billed	Unbilled	Reserved	Net Work in Process
Hours:	877.55	307.80		307.80
Fees:	208,407.50	61,755.00	0.00	61,755.00
Costs:	22,267.84	0.37		0.37
			Total Work in Process:	61,755.37

[illegible]

EXHIBIT C

WR GRACE & CO
ATTACHMENT B
APRIL 1, 2003 - JUNE 30, 2003

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>No. of Years In Position</u>
<u>Partners</u>				
Greenberg, Mayer	27.3	\$550.	\$15,015.00	5
Kruger, Lewis	15.0	725.	10,875.00	33
Levy, Mark	0.2	670.	134.00	29
Pasquale, Kenneth	16.2	550.	8,910.00	4
Wintner, Mark	0.3	625.	187.50	22
<u>Associates</u>				
Berg, Madelaine	1.9	500.	950.00	23
Brandes, Ronnie H.	67.8	295.	20,001.00	2
Keppler, Abbey	0.7	495.	346.50	16
Krieger, Arlene	254.0	495.	125,730.00	19
Krieger, Arlene	1.8	475.	855.00	
Sasson, Moshe	8.3	445.	3,693.50	9
<u>Paraprofessionals</u>				
Caskadon, Alexandra	94.8	180.	17,064.00	3
Defreitas, Vaughn	47.1	115.	5,416.50	16
James, Melissa K.	39.2	160.	6,272.00	1
Mohamed, David	1.8	115.	207.00	14
Peters, Angelina	2.9	85.	246.50	3
Total	579.3		215,903.50	

EXHIBIT D

W R GRACE & CO
SUMMARY OF DISBURSEMENTS
APRIL 1, 2003 - JUNE 30, 2003

Outside Messenger Service	\$364.01
Local Transportation	264.33
Long Distance Telephone	223.04
Duplicating Costs-in-House	372.10
Postage	2.08
Process Service & Calendar Watch	29.33
O/s information Services	15.70
Miscellaneous	487.50
In-House Messenger Service	48.90
Facsimile Charges	24.00
Meals	370.67
Word Processing - Logit	114.00
Travel Expenses - Transportation	243.00
Westlaw	167.62
Total Disbursements	\$2,726.28